

2020 ANNUAL REPORT

Hyfusin Group Holdings Limited
凱富善集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

Stock Code : 8512



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*This report, for which the directors (the “**Directors**”) of Hyfusin Group Holdings Limited (the “**Company**”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the “**GEM Listing Rules**”) for the purpose of giving information with regard to the Company and its subsidiaries (together, the “**Group**”). The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this report is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this report misleading.*

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CORPORATE INFORMATION

Board of Directors

Executive Directors

Mr. Wong Wai Chit (*Chairman*)

Mr. Wong Man Chit (*Chief Executive Officer*)

Non-executive Director

Ms. Wong Fong

Independent Non-executive Directors

Mr. Chan Cheong Tat

Mr. Yu Pui Hang

Mr. Ho Chi Wai

Audit committee

Mr. Chan Cheong Tat (*Chairman*)

Mr. Yu Pui Hang

Mr. Ho Chi Wai

Remuneration committee

Mr. Yu Pui Hang (*Chairman*)

Mr. Chan Cheong Tat

Mr. Ho Chi Wai

Nomination committee

Mr. Ho Chi Wai (*Chairman*)

Mr. Chan Cheong Tat

Mr. Yu Pui Hang

Company secretary

Mr. Leung Chi Kit

Authorised representatives

Mr. Wong Wai Chit

Mr. Leung Chi Kit

Compliance officer

Mr. Wong Wai Chit

Registered office

Windward 3, Regatta Office Park

PO Box 1350

Grand Cayman KY1-1108

Cayman Islands

Headquarters and principal place of business in Hong Kong

Unit Nos.4-8, 2/F

Aberdeen Marina Tower

8 Shum Wan Road

Aberdeen

Hong Kong

Company's website address

<http://www.hyfusingroup.com>

Principal share registrar and transfer office

Ocorian Trust (Cayman) Limited

Windward 3, Regatta Office Park
PO Box 1350
Grand Cayman KY1-1108
Cayman Islands

Hong Kong branch share registrar and transfer office

Union Registrars Limited

Suites 3301-04, 33/F
Two Chinachem Exchange Square
338 King's Road, North Point
Hong Kong

Principal bankers

Shanghai Commercial Bank Limited

Shanghai Commercial Bank Tower
12 Queen's Road Central
Hong Kong

OCBC Wing Hang Bank Limited

161 Queen's Road Central
Hong Kong

Shinhan Bank Vietnam

Floor 9, Sonadezi Tower
No.1, 1 Street, Bion Hoa IZ1
Bien Hoa, Dong Nai
Vietnam

Public Bank Vietnam

251 Pham Van Thuan Street
Tan Mai Ward, Bien Hoa City, Dong Nai
Vietnam

Compliance Adviser

TC Capital International Limited

Suite 3508, 35/F, Tower 6
The Gateway, Harbour City
9 Canton Road, Tsim Sha Tsui
Kowloon, Hong Kong

Auditor

BDO Limited

25th Floor, Wing On Centre
111 Connaught Road Central
Hong Kong

CHAIRMAN'S STATEMENT AND MANAGEMENT DISCUSSION AND ANALYSIS

The board (the “**Board**”) of Directors of the Group is pleased to present the audited consolidated financial results of the Group for the year ended 31 December 2020 to the shareholders of the Company (the “**Shareholders**”).

REVIEW OF RESULTS

For the year ended 31 December 2020, the Group's revenue was approximately HK\$555.9 million. The Group recorded a net profit of approximately HK\$90.5 million for the year ended 31 December 2020.

LISTING IN HONG KONG

On 19 July 2018 (the “**Listing Date**”), the Company had been successfully listed on GEM of the Stock Exchange in Hong Kong (the “**Listing**”), demonstrating the realisation of capital expansion and structure optimization of the Company as well as enhancing the recognition and social influence of the Company.

BUSINESS REVIEW

The Group principally engages in the manufacturing and sale of candle products with headquarters in Hong Kong and operations in Vietnam. The Group mainly manufactures and sells daily-use candles, scented candles, decorative candles and other products such as diffusers. The major customers of the Group are mostly U.S. and U.K. department store operators and buying agents.

The Group mainly manufactures candle products based on the requirements and specifications from its customers. The Group would also assess the design and specifications and put forward our suggestions to its customers. The Group offer a wide variety of services to its customers ranging from product design, raw material selection and procurement, provision of sample candle before mass production, laboratory testing to recommendation to improve the product quality.

According to an industry overview report prepared by Frost & Sullivan International Limited (the “**F&S Report**”), an independent market research and consulting firm, the Group ranked the third, the fourth and the fourth among the candle manufacturers in Vietnam in terms of estimated export value, estimated revenue and estimated production capacity in 2017, respectively. According to the F&S Report, the import value and share of candle products in U.S. and U.K. from Vietnam expected to reach approximately US\$195.6 million and approximately US\$15.6 million, respectively.

The F&S Report also mentioned that as the economy in the U.S. and other developed countries continue to recover, the consumption of mid-to-high end candle products is expected to increase. The candle market also has an increasing preference over candle products which are scented and with colour additives. With the preference for candle products with scent and coloured additives for use in rooms and households, increasing demand for scented and decorative candle products has provided the impetus for the whole market.

The analysis of product segment of the Group for the year ended 31 December 2020 is set out in Note 6 to the consolidated financial statements, where the scented candles are still the best selling products of the Group during the year ended 31 December 2020, the sales of scented candles increased by approximately HK\$190.1 million or 127.1% as compared with the same period in 2019 that reflects the trend of preference for candle products with scent and coloured additives is increasing recently in the U.S. market.

CHAIRMAN'S STATEMENT AND MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

Simultaneously, the demand of diffusers is also increasing during the year, the sales of others product that mainly constituted by diffusers, increased by approximately HK\$57.2 million or 131.5% as compared with the same period in 2019.

In order to catch up the rapid growth of candle products especially in the U.S. market, since 2018 the Group entered into the contracts with sales representatives for the sales incentive to sales representatives for the orders from customers introduced by them. The management of the Group gladly cooperates with sales representatives and expects that more potential orders will be introduced by sales representatives in future.

During the year ended 31 December 2020, the Group was awarded as one of the winners of "2020 Business Partner Award Winner for Differentiate Owned Brands" from our Customer A in respect of candle products. The Group consistently offers compelling designs, competitive price while ensuring product quality, responsible sourcing, sustainability, and a commitment to business partner, that helped our Customer A to evolve their category of candle products and increase their sales in candle products.

Based on our well established long-term relationships with the customers and with support from the experienced management team of the Group in the industry, the Group are confidence on capitalizing further business opportunities and growth.

The outbreak of the novel coronavirus ("**COVID-19**") has brought about additional uncertainties in the Group's operating environment and may affect the Group's operations and financial position. Fortunately, the main businesses of the Group are located in Vietnam and Hong Kong, which have not been affected, resulted from an effective management in stable supply of raw materials for production, the Group's enhanced protection against the COVID-19 to ensure smooth production and the good performance of the Vietnamese government in controlling the epidemic without large-scale outbreak during the year ended 31 December 2020.

The Group has been closely monitoring the impact from the COVID-19 on the Group's businesses. Based on the information currently available, the Directors confirmed that there has no material adverse change in the financial or trading position of the Group up to the date of this annual report. However, the actual impacts may differ from these estimates as the situation continues evolving and is subject to further information becomes available.

FINANCIAL REVIEW

Revenue

Revenue for the year ended 31 December 2020 amounted to approximately HK\$555.9 million (2019: approximately HK\$307.5 million), representing an increase of approximately HK\$248.4 million or 80.8% as compared with last year.

The increase in revenue was mainly due to the increase in sales of scented candles and others products (including diffusers) of approximately HK\$190.1 million and HK\$57.2 million respectively for the year ended 31 December 2020.

Gross profit and gross profit margin

Gross profit for the year ended 31 December 2020 amounted to approximately HK\$206.6 million, representing an increase of approximately HK\$115.4 million or 126.5% as compared to approximately HK\$91.2 million for the same period in 2019.

CHAIRMAN'S STATEMENT AND MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

The gross profit margin increased to approximately 37.2% for the year ended 31 December 2020 as compared with that of 29.7% for the same period in 2019. The increase in the gross profit margin was mainly due to the increase in both sales and profit margin for scented candles and others products. The gross profit margin of scented candles and others products increased from approximately 30.3% and 33.1% respectively for the year ended 31 December 2019 to approximately 35.7% and 47.9% respectively for the year ended 31 December 2020.

Other income and other gains and losses

Other income for the year ended 31 December 2020 was approximately HK\$2.9 million, representing an increase of approximately HK\$2.1 million or 274.9% as compared to approximately HK\$764,000 for the same period in 2019. The increase in other income was mainly due to the increase in sundry income which included the charges on customers for cancellation of orders of approximately HK\$464,000 and the government grants obtained from the Hong Kong SAR Government under the Employment Support Scheme for approximately HK\$883,000.

Other losses for the year ended 31 December 2020 amounted to approximately HK\$2.4 million, representing an increase of approximately HK\$2.1 million or 679.6% as compared with other losses of approximately HK\$309,000 for the same period in 2019. The increase was mainly due to the written off of trade receivables for approximately HK\$2.4 million.

Selling and distribution expenses

Selling and distribution expenses for the year ended 31 December 2020 amounted to approximately HK\$28.3 million, representing an increase of approximately HK\$9.9 million or 53.8% as compared to approximately HK\$18.4 million for the same period in 2019. The increase was mainly due to (i) increase in transportation and declarations expenses of approximately HK\$2.9 million which was in line with the increase in sales; (ii) increase in compensation expenses of approximately HK\$2.9 million; and (iii) increase in marketing and promotion cost of approximately HK\$3.3 million mainly due to the combined effect of (a) decrease in consultation services fee of approximately HK\$4.0 million in relation to U.S. market consultation, (b) increase of approximately HK\$5.2 million in commission to sales representatives, and (c) increase of approximately HK\$2.3 million in design consultation fee for new products of new orders.

Administrative expenses

Administration expenses for the year ended 31 December 2020 amounted to approximately HK\$65.1 million, representing an increase of approximately HK\$25.5 million or 64.4% as compared to approximately HK\$39.6 million for the same period in 2019. The increase was mainly due to the increase in salary and allowance of approximately HK\$24.4 million; and the increase in other expenses of approximately HK\$1.7 million.

Finance costs

Finance costs for the year ended 31 December 2020 amounted to approximately HK\$4.0 million representing an increase of approximately HK\$1.1 million or 37.9% as compared to approximately HK\$2.9 million for the same period in 2019. The increase was mainly due to the increase in using bank borrowings to cope with revenue growth.

CHAIRMAN'S STATEMENT AND MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

Income tax expense

Income tax expense for the year ended 31 December 2020 amounted to approximately HK\$19.3 million (2019: approximately HK\$6.3 million), representing an increase of approximately HK\$13.0 million or 206.3% as compared with last year. The increase was primarily due to the increase in profit before taxation in Hong Kong and Vietnam.

Profit for the year

The Group recorded a net profit of approximately HK\$90.5 million for the year ended 31 December 2020, representing an increase in profit of approximately HK\$65.8 million or 266.4% as compared to approximately HK\$24.7 million for the same period in 2019.

Such increase was mainly due to the combined effect of increase in gross profit of approximately HK\$206.6 million; and increase in other income of approximately HK\$2.1 million which offset by (i) increase in other losses of approximately HK\$2.1 million; (ii) increase in selling and distribution expenses of approximately HK\$9.9 million; (iii) increase in administrative expenses of approximately HK\$25.5 million; (iv) increase in finance costs of approximately HK\$1.1 million; and (v) increase in income tax expenses of approximately HK\$13.0 million.

Dividend

The Board does not recommend the payment of any dividend for the year ended 31 December 2020. The detail is disclosed in Note 14 of the consolidated financial statements.

Liquidity and Financial Resources

As at 31 December 2020, the Group had total assets of approximately HK\$353.7 million (2019: approximately HK\$230.2 million), which is financed by total liabilities and shareholders' equity (comprising share capital and reserves) of approximately HK\$129.5 million (2019: approximately HK\$96.5 million) and approximately HK\$224.3 million (2019: approximately HK\$133.8 million), respectively.

The total interest-bearing borrowings of the Group as at 31 December 2020 were approximately HK\$29.7 million (31 December 2019: approximately HK\$47.0 million), and the current ratio of the Group as at 31 December 2020 was approximately 2.4 times (31 December 2019: approximately 2.0 times) mainly due to the increase in cash and cash equivalents level.

The Group's gearing ratio, which is calculated by dividing total debt by total equity as at the end of each of the financial year, decreased from approximately 37.5% as at 31 December 2019 to approximately 14.3% as at 31 December 2020, primarily due to the decrease in bank borrowings and increase in retained earnings.

As at 31 December 2020 and 2019, the Group has unutilised banking facilities of approximately HK\$62.3 million and HK\$43.4 million respectively.

The Directors are of the view that as at the date hereof, the Group's financial resources are sufficient to support its business and operations.

CHAIRMAN'S STATEMENT AND MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

Treasury Policy

The Group adopts a prudent financial management approach towards its treasury policy and thus maintained a healthy liquidity position throughout the reporting period. The management of the Group regularly reviews the recoverable amount of trade receivables by performing ongoing credit assessments and monitoring prompt recovery and if necessary to make adequate impairment losses for irrecoverable amounts. In order to achieve better cost control and minimise the cost of funds, the Group's treasury activities are centralised and cash is generally deposited with leading licensed banks in Hong Kong and denominated in Hong Kong dollars.

Capital Structure

The Company's shares were successfully listed on GEM on 19 July 2018. There has been no change in the Company's capital structure since 19 July 2018 to 31 December 2020. The capital structure of the Group comprises of issued share capital and reserves. The Directors review the Group's capital structure regularly.

As at 31 December 2020, the Company's issued share capital was HK\$11,000,000 and the number of its issued ordinary shares was 1,100,000,000 of HK\$0.01 each.

Pledge of Assets

As at 31 December 2020 and 2019, the Group had pledged certain assets including property, plant and equipment, right-of-use assets, debt instruments at fair value through other comprehensive income, pledged bank deposits and corporate guarantees with carrying amounts of approximately HK\$39.9 million and HK\$39.4 million respectively to secure the Group's bank borrowings.

Future Plans for Material Investments or Capital Assets

Save as disclosed in the prospectus of the Company dated 29 June 2018 (the "Prospectus") and this annual report, the Group did not have any other plans for material investment and capital assets as at 31 December 2020.

Foreign Currency Exposure

The majority transactions of expenditure and bank borrowings of the Group are denominated in foreign currencies which are different from the functional currency of the Group, i.e. US dollar. The Group is mainly exposed to foreign exchange risk arising from transactions that are denominated in Hong Kong dollar and Vietnamese dong. During the year ended 31 December 2020, the Group did not have any hedging arrangements. The Group currently does not have a foreign currency hedging policy. However, the management of the Group manages its foreign currency risk by closely monitoring the movement of the foreign currency rates and considering hedging significant foreign currency exposure should the need arises. The management of the Group considers the exposure to the foreign exchange risk fluctuation for the Group is not material.

Capital Commitments

As at 31 December 2020, the Group had capital commitments of approximately HK\$23.9 million in respect of property, plant and equipment and land use right in Vietnam (2019: Nil).

CHAIRMAN'S STATEMENT AND MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

Contingent Liabilities

As at 31 December 2020, the Group did not have any contingent liabilities (2019: Nil).

Employees and Remuneration Policies

As at 31 December 2020, the Group employed approximately 1,830 (2019: approximately 1,050) staff (including executive Directors). The Group determines the employees' remuneration based on factors such as qualification, duty, contributions and years of experience. In addition, the Group provides comprehensive training programs to its employees or sponsors the employees to attend various job-related training courses.

Significant Investments, Material Acquisitions and Disposals of Subsidiaries and Capital Assets

As disclosed in the announcement of the Company dated 2 November 2020 and the circular of the Company dated 8 December 2020, Fleming International Vietnam Limited, an indirect wholly-owned subsidiary of the Company, entered into the construction contract with the independent contractor in relation to the construction of the new factory on the land located at plot no. 236 (formerly known as plot no. 51), Amata Road, Amata Industrial Park, Long Binh Park, Bien Hoa City, Dong Nai Province, Vietnam which acquired in 2018 at the contract price of VND83,279,000,000 (equivalent to approximately HK\$28,000,000).

The building construction work of the new factory commenced in December 2020 with the completion of approximately 1.2% of total construction work as at 31 December 2020. The building construction work of the new factory is expected to complete by 10 August 2021 subject to any extension of time for completion.

The Directors consider that the terms of the construction contract and the contract price are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

Save as disclosed above and other than disclosed as elsewhere in this annual report, the Group did not have any significant investments, material acquisitions and disposals of subsidiaries and capital assets during the year ended 31 December 2020.

PRINCIPAL RISKS AND UNCERTAINTIES

There are certain risks and uncertainties involved in the Group's current operations, some of which are beyond the Group's control. The most significant risks relating to the business such as (i) fluctuations in prices of raw materials or unstable supply of raw materials could negatively impact the operations and may affect our profitability; (ii) our business is concentrated in the U.S. and the U.K. and is highly susceptible to any adverse economic or social conditions in these markets which would materially and adversely affect the demand for the products; (iii) our business relies on key management personnel; and (iv) the credit risk of trade receivables that the cash flow position may be affected. A detailed discussion of the risk factors is set out in the section headed "Risk Factors" in the Prospectus.

OUTLOOK

Looking forward, the business and operation environments of the Group will remain challenging. Nevertheless, we will embrace these challenges by implementing proactive marketing strategies, investing more resources for product development and reinforcing on cost control measures.

Based on our success, we remain optimistic about the Group's future development. We intend to execute our development plan as set forth in the Prospectus carefully and prudently for the purpose of bringing a desirable return to the Shareholders and facilitating the long-term growth of the business of the Group.

CHAIRMAN'S STATEMENT AND MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

USE OF PROCEEDS

The net proceeds received by the Group from the Listing after deducting the relevant one-off and non-recurring listing expenses amounted to approximately HK\$44.5 million (based on the public offering price of HK\$0.295 per share), which was below the estimated net proceeds of approximately HK\$50.5 million (estimated on the assumption that the public offering price would be HK\$1.1 per share), the midpoint of the range stated in the Prospectus.

The following sets forth a summary of the allocation of the net proceeds and its utilisation as at 31 December 2020, as compared to that envisaged in the Prospectus.

Comparison of Business Objectives with Actual Business Progress

An analysis comparing the business objectives as stated in the Prospectus with the Group's actual business progress for the period from the Listing Date (i.e. 19 July 2018) to 31 December 2020 is set out below:

	Approximate amount of net proceeds <i>HK\$ million</i>	Approximate actual utilised as at 31 December 2020 <i>HK\$ million</i>	Unused amount of net proceeds as at 31 December 2020 <i>HK\$ million</i>
Upgrade existing production facilities	6.2	–	6.2
Acquisition of new production facilities	18.1	10.6	7.5
Purchase of new machinery	9.2	2.3	6.9
Installation of ERP systems	2.0	0.1	1.9
Partial repayment of bank loans	6.9	6.9	–
General working capital	2.1	2.1	–
	44.5	22.0	22.5

Upgrade existing production facilities

As at 31 December 2020, the management of the Group would consider the renovation of existing production facilities after the completion of the construction of new production facility. The Group expects the demolition works and renovation of existing production facilities will be scheduled in 2021.

Acquisition of new production facility

During the year ended 31 December 2019, the Group completed the acquisition of the new land for new production facility. As at 31 December 2020, the Group paid approximately HK\$10.6 million by part of net proceeds allocated for acquisition of new premises, and the tender process for building construction of new production facility was completed and the construction work commenced in December 2020 and is expected to complete in August 2021 subject to any extension of time for completion.

CHAIRMAN'S STATEMENT AND MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

Acquisition of new machinery

As at 31 December 2020, the Group paid approximately HK\$2.3 million for the acquisition of machineries for the expected increasing purchase orders from its customers in the year of 2020. The Group expects the acquisition of rest of machinery in 2021.

Installation of ERP systems

As at 31 December 2020, a total of approximately HK\$0.1 million was spent on the purchase of new computers and related hardware peripherals. The Group is planning to install ERP systems for production and warehouse management and customer relationship management. The Group is seeking various systems and expects the implementation of such ERP systems in 2021.

Partial repayment of bank loans

The Group repaid the balance of bank loans in Hong Kong and Vietnam of approximately HK\$2.9 million and repaid overdraft in Hong Kong amounting to approximately HK\$4.0 million.

Except as explained above, the Group intends to continue to apply the net proceeds received from the Listing in the manner consistent with that mentioned in the section headed "Future Plans and Use of Proceeds" of the Prospectus.

All the unutilised balances of net proceeds have been placed in licensed banks for short-term deposits.

The Directors are not aware of any material change to the planned use of proceeds as at the date of this annual report.

CORPORATE GOVERNANCE REPORT

CORPORATE GOVERNANCE PRACTICES

The Board acknowledges the importance of good corporate governance practices and believes that maintaining a high standard of corporate governance practices is crucial to the development of the Company. The Board will continue to review its corporate governance practices in order to enhance its corporate governance standards, comply with the increasingly complicated regulatory requirements, and meet with the rising expectations of the Shareholders and respective investors. The Corporate Governance Code (the “**CG Code**”) as set out in Appendix 15 to the GEM Listing Rules has been applicable to the Company from the Listing Date. The Board is of the view that during the year ended 31 December 2020 (the “**Relevant Period**”), the Company has complied with all applicable code provisions as set out in the CG Code.

According to the code provision A.2.1 of the CG Code, the roles of the chairman and the chief executive should be separate and should not be performed by the same individual. During the year ended 31 December 2020, the role of the chairman of the Company is performed by Mr. Wong Wai Chit and the executive functions of a chief executive officer are discharged by Mr. Wong Man Chit as the chief executive officer of the Company.

In accordance with article 132 of the memorandum and articles of association (the “**Articles**”) of the Company, the Directors may elect a chairman of the Board meetings and determine the period for which he/she is to hold office. If no such chairman is elected, the Directors present may choose one of their members to be chairman of the meeting. The Board considers this arrangement allows contributions from all Directors with different expertise to manage the Group’s overall business development, implementation and management.

The key corporate governance principles and practices of the Company are summarised as follows:

BOARD OF DIRECTORS

The Board cultivates good governance as the cornerstone of the Group’s corporate culture. The Board is responsible for the leadership and control of the Company and is accountable to the Shareholders for the strategic development of the Group with a targeted goal in respect of maximising long-term Shareholder value, while balancing stakeholders’ interests. The Board formulates the overall strategic direction, while the management is delegated with the power to implement policies and strategies as set out by the Board. The Board has also delegated the day-to-day responsibility to the executive Directors who will meet regularly to review the financial results and performance of the Group. The Group oversees the Group’s affairs in a responsible and effective manner.

The Board has a balanced composition of executive and non-executive Directors. Currently, the Board comprises two executive Directors, one non-executive Director and three independent non-executive Directors. At all times during the Relevant Period, the independent non-executive Directors represent at least one-third of the Board. Each of the executive Directors has entered into a service agreement with the Company for an initial term of three years commencing from the Listing Date which shall continue thereafter unless and until terminated by not less than three months’ notice in writing served by either party on the other. A non-executive Director has entered into a letter of appointment with the Company for an initial term of three years commencing from the Listing Date which shall continue thereafter unless and until terminated by not less than three months’ notice in writing served by either party on the other. Each of the independent non-executive Directors appointed on 23 June 2018 has entered into a letter of appointment with the Company for an initial term of three years commencing from the Listing Date which shall continue thereafter unless and until terminated by not less than three months’ notice in writing by either party on the other. Their appointments are subject to retirement by rotation and re-election at the Company’s annual general meeting (“**AGM**”) in accordance with the Articles.

The composition of the Board is as follows:

Executive Directors

Mr. Wong Wai Chit (*Chairman*)
Mr. Wong Man Chit (*Chief Executive Officer*)

Non-executive Director

Ms. Wong Fong

Independent non-executive Directors

Mr. Chan Cheong Tat
Mr. Yu Pui Hang
Mr. Ho Chi Wai

During the Relevant Period, there was no change in the composition of the Board. The biographical information of the Directors, which is set out on pages 25 to 28 in this annual report, demonstrates a balance of skills, experience and diversity perspectives of the Board. Except as disclosed in the biography of Directors, the Directors have no financial, business, family or other material/relevant relationships with the Group.

The Company has throughout the Relevant Period met the requirements of the GEM Listing Rules relating to the appointment of the independent non-executive Directors with at least one of them possessing appropriate accounting professional qualifications as required under Rule 5.05(2) of the GEM Listing Rules. Mr. Ho Chi Wai is one of three independent non-executive Directors, possesses the appropriate professional qualifications, or accounting or related financial management expertise as required under Rule 5.05(2) of the GEM Listing Rules. Each of the independent non-executive Directors has submitted a written statement to the Stock Exchange confirming their independence prior to their respective appointment and has undertaken to inform the Stock Exchange as soon as practicable if there is any subsequent change of circumstances which may affect their independence. The Company has also received a written confirmation from each of the independent non-executive Directors in respect of their independence during the year ended 31 December 2020. The Board considers that all independent non-executive Directors are being considered to be independent by reference to the factors stated in Rule 5.09 of the GEM Listing Rules throughout the year ended 31 December 2020.

CORPORATE GOVERNANCE REPORT (CONTINUED)

In accordance with article 108(a) of the Articles, at each AGM one-third of the Directors for the time being (or, if their number is not three or a multiple of three, then the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement by rotation at least once every three years. Such retiring Directors shall be eligible for re-election at the AGM.

In accordance with article 112 of the Articles, any Director appointed by the Board during the year to fill a casual vacancy shall hold office only until the first general meeting of the Company after such appointment and be subject to re-election at such meeting and any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following AGM and shall then be eligible for re-election. Any Director appointed under article 112 of the Articles shall not be taken into account in determining the Directors of the number of Directors who are to retire by rotation at the AGM. Other matters reserved for the Board include consideration of dividend policy, approval of major investments and review of the corporate governance practices of the Group. Daily operations and administration are delegated to management teams.

The Company has arranged insurance cover in respect of legal action against its Directors. The insurance coverage is reviewed at least annually to ensure that the Directors and officers are adequately protected against potential liabilities.

Each Director is normally able to seek independent professional advice in appropriate circumstances at the Company's expense, upon reasonable request made to the Board.

NOMINATION COMMITTEE

The Company has established the nomination committee (the "**Nomination Committee**") on 23 June 2018 with specific written terms of reference in compliance with the CG Code as set out in Appendix 15 to the GEM Listing Rules. The terms of reference setting out the Nomination Committee's authority, duties and responsibilities are available on both the GEM website and the Company's website. The primary duties of the Nomination Committee are to review the structure, size and composition of the Board on a regular basis; identify qualified individuals to become Board members; assess the independence of independent non-executive Directors; make recommendations to the Board on relevant matters relating to the appointment or re-appointment of Directors; and monitor the implementation of the board diversity policy on an ongoing basis.

To facilitate sustainable and balanced development of the Company, the Nomination Committee has adopted a board diversity policy (the "**Diversity Policy**"), which sets out the approach to achieve diversity of the Board. Under the Diversity Policy, the appointment and/or recommendation for appointment will be based on objective criteria, having due regard to the benefits of diversity on the Board, including, among others, the candidates' gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service. Decisions of the Nomination Committee are made based on the merits and contribution of the selected candidates.

The Nomination Committee has also adopted a nomination policy (the “**Nomination Policy**”) which sets out the selection criteria and procedure of appointment and re-appointment of Directors.

Procedure and Process for Nomination of Directors

The Nomination Committee will recommend to the Board for the appointment of a Director including an independent non-executive Director in accordance with the following selection criteria and nomination procedures:

Selection Criteria

The Nomination Committee shall consider the following criteria in evaluating and selecting candidates for directorships:

- (a) Diversity in the aspects, amongst others, of gender, age, cultural and educational background, professional experience, skills, knowledge and length of service;
- (b) The number of directorships in other listed/public companies;
- (c) Commitment for responsibilities of the Board in respect of available time and relevant interest;
- (d) Qualifications, including accomplishment and experience in the relevant industries in which the Group’s business is involved;
- (e) Experience in the Group’s principal business and/or the industry in which the Group operates;
- (f) Independence;
- (g) Reputation for integrity; and
- (h) Potential contributions that the individual can bring to the Board.

Nomination Procedures

The Nomination Committee will recommend to the Board for the appointment of a Director in accordance with the following procedures and process:

- i. The Nomination Committee and/or the Board may select candidates for directorship from various channels, including but not limited to internal promotion, re-designation, referral by other member of the management and external recruitment agents, and may seek independent professional advice to access a wider range of potential candidates.
- ii. The secretary of the Nomination Committee shall invite nomination of candidates from the Board members (if any) for consideration by the Nomination Committee. The Nomination Committee may also put forward candidates who are not nominated by the Board.

CORPORATE GOVERNANCE REPORT (CONTINUED)

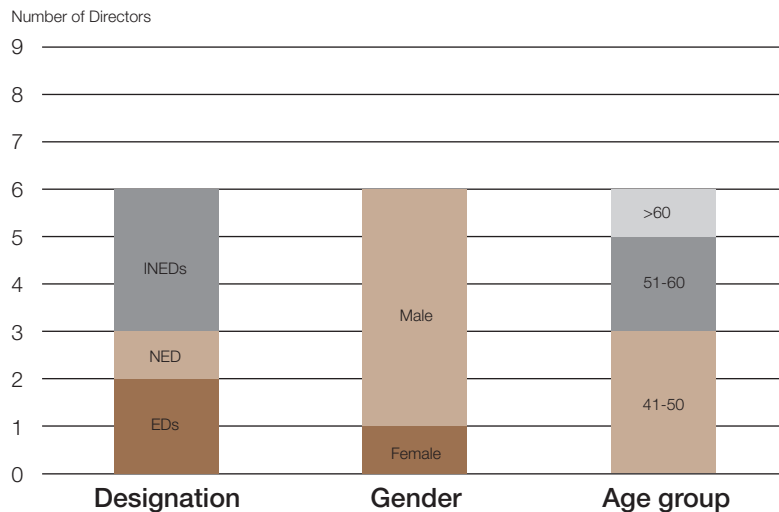
- iii. Upon considering a candidate suitable for the directorship, the Nomination Committee will hold a meeting and/or by way of written resolutions to, if thought fit, approve the recommendation to the Board for appointment.
- iv. The Nomination Committee will provide the relevant information of the selected candidate to the Remuneration Committee for consideration of the remuneration package of such selected candidate.
- v. The Nomination Committee will thereafter make the recommendation to the Board in relation to the proposed appointment, and the Remuneration Committee will make the recommendation to the Board on the policy and structure for the remuneration.
- vi. All appointment of Directors will be confirmed by the filing of the consent to act as Director of the relevant Director (or any other similar filings requiring the relevant Director to acknowledge or accept the appointment as Director, as the case may be) to be filed with the relevant regulatory authorities, if required.
- vii. For any person that is nominated by a Shareholder for election as a Director at the general meeting of the Company, the Nomination Committee and/or the Board should evaluate such candidate based on the criteria as set out above to determine whether such candidate is qualified for directorship.
- viii. The Nomination Committee and/or the Board should make recommendation to the Shareholders in respect of the proposed election of Director at the general meeting.

The Nomination Committee comprised a total of three members, being the three independent non-executive Directors, namely Mr. Chan Cheong Tat, Mr. Yu Pui Hang and Mr. Ho Chi Wai. The chairman of the Nomination Committee is Mr. Ho Chi Wai.

During the Relevant Period, the Nomination Committee held one meeting for, *inter alia*, considering the retirement and re-election of the Directors at the AGM and to assess, review and make recommendations on the structure, size and composition of the Board.

Details of the attendance records of each committee member at the Nomination Committee meeting are set out under the subheading “Practices and Conduct of Meetings” below.

The following graph provides an analysis on the composition of the Board as at the date of this report:



Remarks:

EDs – Executive Directors
 NED – Non-Executive Director
 INEDs – Independent Non-executive Directors

REMUNERATION COMMITTEE

The Company has established the remuneration committee (the “**Remuneration Committee**”) on 23 June 2018 with specific written terms of reference in compliance with the CG Code. The terms of reference setting out the Remuneration Committee’s authority, duties and responsibilities are available on both the GEM website and the Company’s website. The primary duties of the Remuneration Committee are to make recommendations to the Board on the overall remuneration policy and structure relating to the Directors and senior management of the Group; review performance-based remuneration; make recommendations to the Board on the remuneration packages of the Directors and senior management of the Group; and ensure none of the Directors determine their own remuneration. The remuneration committee has adopted the model as described in the code provision B.1.2(c)(ii) of the CG Code to make recommendations to the Board on the remuneration packages of individual executive Directors, including salaries, bonuses and benefits in kind.

The Remuneration Committee comprised a total of three members, being the three independent non-executive Directors, namely Mr. Chan Cheong Tat, Mr. Yu Pui Hang and Mr. Ho Chi Wai. The chairman of the Remuneration Committee is Mr. Yu Pui Hang.

For the financial year ended 31 December 2020, the remuneration of Directors was determined by their experience, responsibility, workload and the time devoted to the Group. Executive Directors and employees also participate in bonus arrangements determined in accordance with the performance of the Group and the individual’s performance.

During the Relevant Period, the Remuneration Committee held two meetings for, *inter alia*, reviewing the remuneration policy of the Company, the Directors’ fee of the independent non-executive Directors and non-executive Director and remuneration packages of the executive Directors.

CORPORATE GOVERNANCE REPORT (CONTINUED)

Details of the attendance records of each committee member at the Remuneration Committee meeting are set out under the subheading “Practices and Conduct of Meetings” below.

AUDIT COMMITTEE

The Company has established the audit committee (the “**Audit Committee**”) on 23 June 2018 with specific written terms of reference in compliance with Rules 5.28 to 5.29 of the GEM Listing Rules and the CG Code. The terms of reference setting out the Audit Committee’s authority, duties and responsibilities are available on both the GEM website and the Company’s website. The primary duties of the Audit Committee are mainly to make recommendation to the Board on the appointment and removal of external auditor; review financial statements and material advice in respect of financial reporting; and review risk management and internal control system of the Company. The Audit Committee shall consider whether, in order to assure continuing auditor independence, there should be a regular rotation of the independent registered public accounting firm.

The Audit Committee comprised a total of three members, being the three independent non-executive Directors, namely Mr. Chan Cheong Tat, Mr. Yu Pui Hang and Mr. Ho Chi Wai. The chairman of the Audit Committee is Mr. Chan Cheong Tat. None of the members of the Audit Committee is a former partner of the Company’s and its subsidiary’s existing external auditors.

During the Relevant Period, the Audit Committee held four meetings for, *inter alia*, (1) discussing with the external auditor to assess the impact on applying the new accounting standard; (2) reviewing the audited consolidated financial statements for the year ended 31 December 2019, the unaudited consolidated financial statements for the nine months ended 30 September 2020, six months ended 30 June 2020 and three months ended 31 March 2020; (3) reviewing risk management and internal control system in accordance with code provision C.2.1 of the CG Code; (4) improving current standard of operational control procedures; and (5) considering the appointment and re-appointment of external auditor of the Company and reviewing and approving the audit scope and fees proposed by the external auditor.

Details of the attendance records of each committee member at the Audit Committee meeting are set out under the subheading “Practices and Conduct of Meetings” below.

PRACTICES AND CONDUCT OF MEETINGS

Schedules and agendas for regular Board meetings are normally agreed with the Directors in advance in order to facilitate them to attend. Notice of at least 14 days is given for a regular Board meeting. For other Board meetings, reasonable notice is given. Board papers together with appropriate, complete and reliable information are circulated to all Directors not less than 3 days before the date of the Board meetings to enable them to make informed decisions.

All Directors are supplied in a timely manner with all relevant documentation and financial information. The company secretary is responsible to keep minutes of all Board meetings. Draft minutes are normally circulated to all Directors for comments within a reasonable time after each meeting and the final version is open for their inspection.

CORPORATE GOVERNANCE REPORT (CONTINUED)

The attendance records of each Director at the Board and the above committee meetings and the general meeting of the Company held during the Relevant Period:

Name of Director	Attendance/Number of Meetings				
	Board Meeting	Audit Committee Meeting	Remuneration Committee Meeting	Nomination Committee Meeting	General Meeting
Executive Directors					
Mr. Wong Wai Chit	15/15	N/A	N/A	N/A	1/1
Mr. Wong Man Chit	15/15	N/A	N/A	N/A	1/1
Non-executive Director					
Ms. Wong Fong	15/15	N/A	N/A	N/A	1/1
Independent non-executive Directors					
Mr. Chan Cheong Tat	15/15	4/4	2/2	1/1	1/1
Mr. Yu Pui Hang	15/15	4/4	2/2	1/1	1/1
Mr. Ho Chi Wai	15/15	4/4	2/2	1/1	1/1

The Board was satisfied with the attendance of the Directors as they have committed sufficient time and attention to the affairs of the Company. Each Director shall disclose to the Company at the time of the materiality of interest and be required to abstain from voting and not to be counted in the quorum at meetings for approving transactions in which such Directors or any of their associates have a material interest.

CORPORATE GOVERNANCE FUNCTIONS

According to code provision D.3.1 of the CG Code, the Board is responsible for performing the duties relating to corporate governance functions. The Board has the following responsibilities in performing the corporate governance duties of the Company as follows: (i) developing and reviewing the Group's policies and practices on corporate governance and make recommendations; (ii) reviewing and monitoring the training and continuous professional development of the Directors and senior management of the Group; (iii) reviewing and monitoring the Group's policies and practices on compliance with legal and regulatory requirements; (iv) developing, reviewing and monitoring the code of conduct and compliance manual (if any) applicable to employees and Directors; and (v) reviewing the Group's compliance with the CG Code and disclose in the corporate governance report.

CORPORATE GOVERNANCE REPORT (CONTINUED)

AUDITOR'S REMUNERATION

During the year ended 31 December 2020, the fees of the external auditor in respect of audit and non-audit services provided to the Group were as follows:

Service rendered	Fee amount <i>HK\$'000</i>
Audit Service	900

FINANCIAL REPORTING

The Board has acknowledged their responsibility for the preparation of the consolidated financial statements for the year ended 31 December 2020 which give a true and fair view of the state of affairs of the Group in accordance with the statutory requirements and accounting standards and other financial disclosure requirement under the GEM Listing Rules. The management of the Group has provided sufficient explanation and information to the Board as necessary to enable the Board to make an informed assessment of the financial information and position of the Group for the Board's approval. The statement by auditor about their reporting responsibilities is set out in the independent auditor's report on the consolidated financial statements.

REMUNERATION POLICY FOR DIRECTORS AND SENIOR MANAGEMENT

The remuneration policy of the Group is to ensure the fairness and competitiveness of total remuneration. The emoluments of executive Directors are determined based on the skills, knowledge, individual performance as well as contributions, the scope of responsibility and accountability of such Directors, taking into consideration the Company's performance and prevailing market conditions. The remuneration of the executive Directors and senior management of the Group is subject to review and approval by the Remuneration Committee. The remuneration policy of independent non-executive Directors is to ensure that they are adequately compensated for their efforts and time dedicated to the Company's affairs. Their emoluments are determined with reference to their skills, experience, knowledge, duties and market trends. The remuneration of the independent non-executive Directors is subject to approval by the Board.

Particulars of the Directors' remuneration for the year ended 31 December 2020 are set out in Note 12 to the consolidated financial statements.

CORPORATE GOVERNANCE REPORT (CONTINUED)

Pursuant to code provision B.1.5. of the CG Code, the remuneration of the members of the senior management of the Group (other than the Directors) whose particulars are contained in the section headed “Biography of Directors and Senior Management” of this annual report for the year ended 31 December 2020 by band is set out below.

Remuneration band	Number of individual
Over HK\$1,000,000	1

DIRECTORS’ SECURITIES TRANSACTIONS

The Company has adopted the required standard of dealings (the “**Required Standard of Dealing**”) set out in Rules 5.48 to 5.67 of the GEM Listing Rules as the code of conduct for dealing in securities of the Company by the Directors. Having made specific enquiries of all the Directors, each of them have confirmed that they have complied with the Required Standard of Dealings for the year ended 31 December 2020. No incident of non-compliance was noted by the Company for the year ended 31 December 2020.

DIRECTORS’ TRAINING AND PROFESSIONAL DEVELOPMENT

Each newly appointed Director is provided with necessary induction and information to ensure that he/she has a proper understanding of the Company’s operations and businesses as well as his/her responsibilities under relevant statutes, laws, rules and regulations. The Company also arranges regular seminars to provide Directors with updates on latest development and changes in the GEM Listing Rules and other relevant legal and regulatory requirements from time to time. The Directors are also provided with regular updates on the Company’s performance, position and prospects to enable the Board as a whole and each Director to discharge their duties.

Directors are encouraged to participate in continuous professional development to develop and refresh their knowledge and skills. The company secretary of the Company has from time to time updated and provided written training materials relating to the roles, functions and duties of a Director.

CORPORATE GOVERNANCE REPORT (CONTINUED)

According to the information provided by the Directors, a summary of training received by the Directors during the Relevant Period is as follows:

Name of Directors	Reading materials/ Attending seminars
<i>Executive Directors</i>	
Mr. Wong Wai Chit (<i>Chairman</i>)	✓
Mr. Wong Man Chit (<i>Chief Executive Officer</i>)	✓
<i>Non-executive Director</i>	
Ms. Wong Fong	✓
<i>Independent Non-Executive Directors</i>	
Mr. Chan Cheong Tat	✓
Mr. Yu Pui Hang	✓
Mr. Ho Chi Wai	✓

RISK MANAGEMENT AND INTERNAL CONTROLS

The Board acknowledges its responsibility for the effectiveness of the Group's internal control and risk management systems. Such internal control and risk management systems are designed to manage rather than eliminate the risk of failure to achieve business objectives and can only provide reasonable but not absolute assurance against material misstatement or loss. The Board had conducted a review on the effectiveness of the Group's internal control and risk management systems once during the year ended 31 December 2020 which covered financial, operational, compliance procedural and risk management functions and had considered the adequacy of resources, staff qualifications and experience, training programmes and budget of the Group's accounting and financial reporting function. In light of the size and scale of the Group's business, the Group does not have an internal audit function as the Board has reviewed the effectiveness of the internal control system of the Group and is currently of the view that there is no immediate need to set up an internal audit function within the Group. The Board will review and consider to establish such department as and when it thinks necessary.

The Group has engaged an external professional consultant, to conduct independent internal control review for the year ended 31 December 2020 and the review is completed as at the date of this annual report.

The Group believes that good corporate governance practices are very important for maintaining and promoting investor confidence and for the sustainable growth of the Group. The Group has therefore made continued efforts to uplift its quality of corporate governance. It has established an effective system of internal controls and adopted a series of measures to ensure its safety and effectiveness. As a result, the Group is able to safeguard its assets and protect the interests of the Shareholders.

The Board is of the view that the systems of internal control and risk management are effective and there are no irregularities, improprieties, fraud or other deficiencies that suggest material deficiency in the effectiveness of the Group's internal control system.

Internal Control System

The Company has maintained an internal control system and its implementation has been considered effective by the Audit Committee and the Board. Meanwhile, the Group strives for continual improvement through efforts to enhance controls, ongoing employee training and development, talent retention, and other measures. The Group follows a disciplined and balanced compensation framework with strong internal governance and independent Board oversight. The impact of risk and control issues are carefully considered in the Group's performance evaluation and incentive compensation processes.

SHAREHOLDERS AND INVESTORS' RELATIONS

The Board has established shareholders communication policy and is dedicated to maintaining an on-going dialogue with the Shareholders and the investment community. The policy is subject to review regularly to ensure its effectiveness. It aims to ensure the Shareholders and the investment community are provided with ready and timely access to all publicly available information about the Company such as circulars and Company's financial reports (quarterly, interim and annual reports) so as to enable the Shareholders to exercise their rights in an informed manner and to allow the Shareholders and investment community to engage actively with the Company. We welcome the Shareholders and investment community to visit the Company's website at <http://www.hyfusingroup.com> to obtain up-to-date information regarding the Company.

CONSTITUTIONAL DOCUMENTS

These are no significant changes in the Company's constitutional documents for the Relevant Period.

SHAREHOLDERS' RIGHTS

Convening an Extraordinary General Meeting of the Company and putting forward Proposals at General Meetings

In accordance with article 64 of the Articles, any one or more Shareholders holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company and carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the company secretary of the Company, to require an extraordinary general meeting ("EGM") to be called by the Board for the transaction of any business specified in such requisition; and such meeting shall be held within two months after the deposit of such requisition. If within 21 days of such deposit, the Board fails to proceed to convene such meeting, the requisitionist(s) himself/herself/themselves may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.

Putting forward Enquiries to the Board

Enquiries by the Shareholders to be put to the Board can be sent in writing to the Directors or company secretary of the Company at the principal place of business in Hong Kong. The Shareholders may make a request for information about the Company by sending an e-mail to info@hyfusingroup.com.

For share registration related matters, such as share transfer and registration, change of name or address, loss of share certificates or dividend warrants, the Company's registered shareholders can contact the Company's branch share registrar and transfer office in Hong Kong, Union Registrars Limited.

CORPORATE GOVERNANCE REPORT (CONTINUED)

COMPANY SECRETARY

Mr. So Chi Ming acted as the company secretary of the Company during the period from 1 January 2020 to 31 May 2020. Subsequently, the Company engaged Mr. Leung Chi Kit, an assistant manager of the Listing Services Department of TMF Hong Kong Limited, as its company secretary since 1 June 2020. Mr. Leung's biographical details is set out under the section headed "Biography of Directors and Senior Management" of this annual report. Mr. Leung's primary contact person at the Company is Mr. Choi Ka Shing, the chief financial officer of the Group.

During the Relevant Period, Mr. Leung had undertaken no less than 15 hours of relevant professional training in compliance with Rule 5.15 of the GEM Listing Rules.

BIOGRAPHY OF DIRECTORS AND SENIOR MANAGEMENT

EXECUTIVE DIRECTORS

Mr. Wong Wai Chit

Mr. Wong Wai Chit (黃偉捷) (Mr. Vincent Wong), aged 53, is our chairman and executive Director. Mr. Vincent Wong is one of the controlling shareholders (as defined in the GEM Listing Rules) of the Company and he joined our Group as the director of Fleming International Limited a wholly owned subsidiary of the Company on 20 July 1993. He was appointed as Director on 5 July 2017 and was redesignated as executive Director on 23 June 2018. Mr. Vincent Wong is responsible for formulating our Group's overall strategic plans and overseeing its financial control, business development and policy setting.

Mr. Vincent Wong is one of the founding members of our Group and has over 20 years of candle manufacturing experience. He was educated in secondary schools in Hong Kong. Mr. Vincent Wong is the younger brother of Mr. Andrew Wong.

Mr. Wong Man Chit

Mr. Wong Man Chit (黃聞捷) (Mr. Andrew Wong), aged 55, is our chief executive officer and executive Director. Mr. Andrew Wong is one of the controlling shareholders of the Company and he joined our Group as the director of Fleming International Limited a wholly owned subsidiary of the Company on 20 July 1993. He was appointed as Director on 5 July 2017 and was redesignated as executive Director on 23 June 2018. Mr. Andrew Wong is responsible for overseeing our Group's business operations, its overall sales and marketing strategies and its production and product development.

Mr. Andrew Wong is one of the founding members of our Group and has over 20 years of candle manufacturing experience. He was educated in secondary schools in Hong Kong. Mr. Andrew Wong is the elder brother of Mr. Vincent Wong.

NON-EXECUTIVE DIRECTOR

Ms. Wong Fong

Ms. Wong Fong (王芳), aged 42, was appointed as our non-executive Director on 29 August 2017. Ms. Wong provides advice on overall financial matters to our Board in support of our development but is not participating in the day-to-day management of our business operation. Ms. Wong is appointed for a term of 3 years from the Listing Date and she is subject to retirement by rotation and re-election in accordance with the Articles.

Ms. Wong is a director of Grant Thornton Hong Kong Limited (certified public accountants). Prior to that, Ms. Wong had been appointed, among others, as the chief operating officer of Jonten Hopkins CPA Limited from January 2010 to January 2014.

Ms. Wong obtained a Bachelor degree in the Harbin Normal University of PRC in 2000 and was qualified and awarded the certificate of accounting professional by the Ministry of Finance of the PRC in June 2005 and awarded the HKSI Practising Certificate (Securities) by Hong Kong Securities Institute in having successfully completed the relevant Licensing Examination for Securities and Futures Intermediaries in January 2011.

BIOGRAPHY OF DIRECTORS AND SENIOR MANAGEMENT (CONTINUED)

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Chan Cheong Tat

Mr. Chan Cheong Tat (陳昌達), aged 71, was appointed as our independent non-executive Director on 23 June 2018 and is the chairman of the Audit Committee and a member of Remuneration Committee and Nomination Committee. Mr. Chan provides independent advice to our Board on management and provides independent judgment on the issue of strategy, performance, resources and standard of conduct of our Company, despite that he is not participating in the day-to-day management of our business operation. Mr. Chan is appointed for a term of 3 years from the Listing Date and he is subject to retirement by rotation and re-election in accordance with the Articles.

Mr. Chan is the founding shareholder and sole director of C T Tax Consultants Limited since August 2006. Prior to that, Mr. Chan had worked in the Inland Revenue Department for over 32 years. He joined the HK Government as assistant assessor in November 1972, and was promoted to assessor in January 1976, to senior assessor in May 1985, to chief assessor in June 1994, to assistant commissioner of Inland Revenue in September 2003 and commenced the pre-retirement leave in April 2005.

Mr. Chan obtained a Master degree in Financial Management from Central Queensland University of Australia in 1995. He was admitted as, an associate of the Institute of Chartered Secretaries and Administrators in March 1974, a fellow of the Association of Certified Accountants in November 1983, a fellow of the Hong Kong Institute of Certified Public Accountants in March 1986, a fellow of the Australian Society of Certified Practising Accountants in June 1990, and an associate of the Hong Kong Institute of Company Secretaries in August 1994.

Mr. Chan has been appointed as, from March 2006 to June 2020, an independent non-executive director of Guangdong Tannery Limited, the shares of which are listed on the Main Board of the Stock Exchange (Stock code: 1058), since December 2014, an independent non-executive director of Medicskin Holdings Limited, the shares of which are listed on GEM of the Stock Exchange (Stock code: 8307), since September 2018, an independent non-executive director of Chong Fai Jewellery Group Holdings Company Limited, the shares of which are listed on GEM of the Stock Exchange (Stock code: 8537), since September 2019, an independent non-executive director of Accel Group Holdings Limited, the shares of which are listed on the Main Board of the Stock Exchange (Stock code: 1283), since February 2020, an independent non-executive director of Ye Xing Group Holdings Limited, the shares of which are listed on the Main Board of the Stock Exchange (Stock code: 1941), from January 2015 to December 2016, an independent non-executive director of Man Sang International Limited, the shares of which are listed on the Main Board of the Stock Exchange (Stock code: 938), since June 2020, an independent non-executive director of Wasion Holdings Limited, the shares of which are listed on the Main Board of the Stock Exchange (Stock code: 3393), from October 2006 to December 2011, an independent non-executive director of Nobel Jewelry Holdings Limited (now known as Central Development Holdings Limited), the shares of which are listed on the Main Board of the Stock Exchange (Stock code: 475).

BIOGRAPHY OF DIRECTORS AND SENIOR MANAGEMENT (CONTINUED)

Mr. Yu Pui Hang

Mr. Yu Pui Hang (余沛恒), aged 41, was appointed as our independent non-executive Director on 23 June 2018 and is the chairman of the Remuneration Committee and a member of the Audit Committee and Nomination Committee. Mr. Yu provides independent advice to our Board on management and provides independent judgment on the issue of strategy, performance, resources and standard of conduct of our Company, despite that he is not participating in the day-to-day management of our business operation. Mr. Yu is appointed for a term of 3 years from the Listing Date and he is subject to retirement by rotation and re-election in accordance with the Articles.

Mr. Yu obtained a Bachelor degree of Laws in the King's College London, University of London of United Kingdom in 2001. Mr. Yu was admitted to practise law as a solicitor in Hong Kong in August 2004 and in England and Wales in April 2005. Mr. Yu was appointed as the honorary legal advisor to the Hong Kong Federation of Invention and Innovation in July 2017, the honorary legal advisor to the Institute of Financial Technologies of Asia in January 2018 and the honorary legal advisor to The GHM-Greater Bay Area TECHFIN Association in May 2018. Mr. Yu has also qualified as a Certified Financial Technologist in 2020.

Mr. Yu worked as assistant solicitor at Kennedys from July 2004 to August 2005. From November 2005 to October 2006, he worked as an associate at a Hong Kong office of Norton Rose (Services) Limited. He worked as an associate at Freshfields Bruckhaus Deringer from November 2006 to July 2010. Mr. Yu worked at ICBC International Holdings Limited from July 2010 to December 2015 with his last position as executive director, associate general counsel of legal department. Mr. Yu has been the principal partner of the law firm, L & Y Law Office since January 2016, which is in association with China Commercial (Hong Kong) Law Firm. He has also been the sole proprietor of the law firm, Henry Yu & Associates since March 2018.

Mr. Yu has been appointed as, since May 2018, an independent non-executive director of Amuse Group Holding Limited, the shares of which are listed on GEM of the Stock Exchange (Stock code: 8545).

BIOGRAPHY OF DIRECTORS AND SENIOR MANAGEMENT (CONTINUED)

Mr. Ho Chi Wai

Mr. Ho Chi Wai (何志威), aged 46, was appointed as our independent non-executive Director on 23 June 2018 and is the chairman of the Nomination Committee and a member of the Audit Committee and Remuneration Committee. Mr. Ho provides independent advice to our Board on management and provides independent judgment on the issue of strategy, performance, resources and standard of conduct of our Company, despite that he is not participating in the day-to-day management of our business operation. Mr. Ho is appointed for a term of 3 years from the Listing Date and he is subject to retirement by rotation and re-election in accordance with the Articles.

Mr. Ho has over 24 years of experience in audit assurance and business consulting. He is currently a partner of SRF Partners & Co., Certified Public Accountants. Prior to starting his own practice in 2012, Mr. Ho had been appointed, among others, from May 2010 to November 2011, the principal, from May 2005 to May 2010, the audit manager and from May 2000 to May 2005, the audit senior of an accounting firm, from June 1997 to April 1999, the audit staff, and from May 1999 to May 2000, the audit senior of a local accounting firm.

Mr. Ho obtained a Bachelor of Business Administration degree from Lingnan University (formerly known as Lingnan College) in 1997 and a Master of Finance degree from Jinan University in 2012. He is currently a practicing certified public accountant of the Hong Kong Institute of Certified Public Accountants, a certified tax adviser at the Taxation Institute of Hong Kong, a fellow member of the Taxation Institute of Hong Kong, a fellow member of the Association of International Accountants and a fellow member of Association of Chartered Certified Accountants.

Mr. Ho has been appointed as, since March 2014, an independent non-executive director of Wai Chi Holdings Company Limited, the shares of which are listed on the Main Board of the Stock Exchange (Stock code: 1305), from June 2012 to October 2013, an independent non-executive director of Ming Kei Holdings Limited (now known as Capital Finance Holdings Limited), the shares of which are listed on GEM of the Stock Exchange (Stock code: 8239), and since May 2018, an independent non-executive director of Affluent Foundation Holdings Limited, the shares of which are listed on the Main Board of the Stock Exchange (Stock code: 1757).

BIOGRAPHY OF DIRECTORS AND SENIOR MANAGEMENT (CONTINUED)

SENIOR MANAGEMENT

Mr. Choi Ka Shing

Mr. Choi Ka Shing (蔡嘉成), aged 39, is the chief financial officer of our Group. Mr. Choi joined our Group in November 2016 and is responsible for the overall finance and accounting matters of our Group.

Mr. Choi has over ten years of experience in auditing, accounting and financial management. Prior to joining our Group, Mr. Choi had been appointed, among others, the financial controller of Architectural Precast GRC (HK) Limited from June 2016 to October 2016, the audit supervisor in FTW & Partners CPA Limited from March 2009 to May 2016.

Mr. Choi obtained a Bachelor of Accountancy in University of South Australia in 2008. Since December 2015, Mr. Choi was admitted to a full membership of CPA Australia.

COMPANY SECRETARY

Mr. Leung Chi Kit

Mr. Leung Chi Kit (梁志傑), was appointed as the company secretary of the Company on 1 June 2020. Mr. Leung is an assistant manager of the Listing Services Department of TMF Hong Kong Limited (a global corporate services provider), has over 8 years of experience in the company secretarial field. Mr. Leung holds a bachelor's degree in Accounting and Marketing. He is Chartered Secretary, Chartered Governance Professional and an associate member of The Hong Kong Institute of Chartered Secretaries and The Chartered Governance Institute in the United Kingdom.

DIRECTORS' REPORT

The Directors are pleased to present their report together with the audited consolidated financial statements of the Group for the year ended 31 December 2020.

CORPORATE REORGANISATION

The Company was incorporated in the Cayman Islands as an exempted company with limited liability on 5 July 2017. The Company completed the group reorganisation (the “**Reorganisation**”) on 13 September 2017 in preparation for the Listing, pursuant to which the Company became the holding company of the companies now comprising our Group. Details of the Reorganisation are set out in the section headed “History, Development and Reorganisation” in the Prospectus. The shares were listed on the GEM of the Stock Exchange on Listing Date by way of share offer.

PRINCIPAL ACTIVITIES

The Company is an investment holding company. The principal activities of its subsidiaries are set out in Note 35 to the consolidated financial statements. The principal activities of the Group is the manufacturing and sale of candle products with headquarters in Hong Kong and operation in Vietnam.

BUSINESS REVIEW

The business review of the Group during the reporting period are set out in the section headed “Chairman’s Statement and Management Discussion and Analysis” on pages 4 to 11 of this annual report. Principal risks and uncertainties that the Group may be facing are set out on page 9 of this annual report and the Corporate Governance Report is set out on pages 12 to 24 of this annual report. The discussion form part of this report.

RESULTS AND APPROPRIATIONS

The Group’s profit for the year ended 31 December 2020 and the financial position of the Group at that date are set out in the consolidated financial statements on pages 49 to 50.

SEGMENT INFORMATION

An analysis of the Group’s revenue and contribution to profit or loss for the year by its principal activities is set out in Note 6 to the consolidated financial statements.

DIVIDEND POLICY

The Group adopted a dividend policy on 28 December 2018. A summary of this policy is disclosed below.

The Board considers sustainable returns to the Shareholders whilst retaining adequate reserves for the Group's future development to be an objective. Under the policy on payment of dividends adopted by the Company, dividends may be recommended, declared and paid to the Shareholders from time to time. In summary, the declaration of dividends and the dividend amount shall be determined at the sole and absolute discretion of the Board taking into account the following factors:

- the Group's current and future operations and earnings;
- the Group's liquidity position and future commitments at the time of declaration of dividend;
- any contractual restrictions on payment of dividends by the Company to the Shareholders or by the Company's subsidiaries to the Company;
- the retained earnings and distributable reserves of the Company and each of the members of the Group;
- the Group's working capital requirements, capital expenditure requirements and future expansion plans;
- the general market conditions; and
- any other factors that the Board deems appropriate.

The Board does not recommend the payment of any final dividend for the year as set out in Note 14 to the consolidated financial statements.

FINANCIAL SUMMARY

A summary of the results, assets and liabilities of the Group for the last financial years is set out on page 118 of this annual report.

SHARE CAPITAL

Details of movements in the share capital of the Company during the year are set out in Note 28 to the consolidated financial statements.

DIRECTORS' REPORT (CONTINUED)

RESERVES

Details of the movements in the reserves of the Group during the year are set out in the consolidated statement of changes in equity on page 51 of this annual report.

DISTRIBUTABLE RESERVES

At 31 December 2020, the aggregate amount of reserves available for distribution to equity shareholders of the Company, as calculated under the Companies Law of the Cayman Islands, was approximately HK\$21.6 million.

USE OF PROCEEDS

The net proceeds from the issue of new shares of the Company, after deduction of the professional fees, underwriting commissions and other fees payable by the Company in connection with the Listing, were estimated to be approximately HK\$44.5 million. Up to the date of this annual report, approximately HK\$22.0 million has been utilised. Balance of net proceeds has been approximately HK\$22.5 million. Details are set out in the section headed "Use of Proceeds" on pages 10 to 11 of this annual report.

PLANT AND EQUIPMENT

Details of movements in plant and equipment of the Group during the year are set out in Note 15 to the consolidated financial statements.

PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S LISTED SECURITIES

Neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's listed securities during the year ended 31 December 2020.

PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Company's Articles or the laws of the Cayman Islands which would oblige the Company to offer new shares on a pro rata basis to the existing Shareholders.

DEBENTURES

The Company did not issue any debentures during the year ended 31 December 2020.

DONATIONS

Donations made by the Group during the year amounted to HK\$147,000 (2019: HK\$11,000).

MAJOR CUSTOMERS AND SUPPLIERS

The five largest customers of the Group accounted for approximately 82.0% of the turnover of the Group for the year ended 31 December 2020 (2019: approximately 63.2%).

The five largest suppliers of the Group accounted for approximately 52.8% of the total purchases of the Group for the year ended 31 December 2020 (2019: approximately 52.8%).

During the year ended 31 December 2020, the aggregate sales attributable to the Group's largest customer and the aggregate purchases attributable to the Group's largest supplier were approximately 60.4% (2019: approximately 29.0%) and approximately 14.1% (2019: approximately 16.8%) of the Group's sales and purchases respectively.

None of the Directors, their close associates or any Shareholders (which to the knowledge of the Directors, owns more than 5% of the number of issued shares) had a beneficial interest in the five largest suppliers or customers of the Group for the year ended 31 December 2020.

CORPORATE GOVERNANCE

Details of the Company's corporate governance practices are set out in the Corporate Governance Report on pages 12 to 24 of this annual report.

ENVIRONMENTAL POLICIES AND PERFORMANCE

The Group is committed to enhancing environmental protection to minimize the impact of its activities on the environment. It is the policy of the Group to promote clean operation and strives to making the most efficient use of resources in its operations, and minimizing wastes and emission.

A separate environment, social and governance report is expected to be published on the GEM website and the Company's website no later than three months after this annual report has been published.

COMPLIANCE WITH RELEVANT LAWS AND REGULATIONS

During the year ended 31 December 2020, the Group's operations are mainly carried out by the subsidiaries of the Company in Hong Kong and Vietnam. The Group has complied in material respects with the relevant laws and regulations that have a significant impact on the business and operation of the Group. There was no material breach of or non-compliance with the applicable laws and regulations by the Group.

RELATIONSHIPS WITH EMPLOYEES AND CUSTOMERS

The Group recognises employees as one of the valuable assets of the Group and the Group strictly complies with the labour laws and regulations in applicable jurisdictions and regularly reviews the existing employee benefits for improvement. Apart from the reasonable remuneration packages, the Group also offers good welfare benefits and continuous professional training. The Group provides good quality services to the customers and maintains a good relationship with them. Without good relationship with customers, the success of the Group's operation would be at risk.

DIRECTORS' REPORT (CONTINUED)

DIRECTORS

The Directors during the year ended 31 December 2020 and up to the date of this report are as follow:

EXECUTIVE DIRECTORS

Mr. Wong Wai Chit (*Chairman*)

Mr. Wong Man Chit (*Chief Executive Officer*)

NON-EXECUTIVE DIRECTOR

Ms. Wong Fong

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Chan Cheong Tat

Mr. Yu Pui Hang

Mr. Ho Chi Wai

Pursuant to the Articles, at each AGM one-third of the Directors for the time being (or, if their number is not three or a multiple of three, then the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement by rotation at least once every three years. Such retiring Directors shall be eligible for re-election at the AGM. Accordingly, Mr. Chan Cheong Tat and Mr. Yu Pui Hang will retire and being eligible, offer themselves for re-election at the forthcoming AGM.

The Company has received an annual confirmation from each independent non-executive Director of their independence pursuant to the requirements of the GEM Listing Rules. The Company considers all independent non-executive Directors to be independent in light of the independence guidelines set out in the GEM Listing Rules.

The biographic details of Directors are set out on pages 25 to 28 of this annual report.

UPDATE INFORMATION OF DIRECTORS

The change in information of Director is set out below pursuant to Rule 17.50A of the GEM Listing Rules:

Mr. Chan Cheong Tat has been appointed as an independent non-executive director of Wasion Holdings Limited, the shares of which are listed on the Main Board of the Stock Exchange (Stock code: 3393) since June 2020.

Mr. Yu Pui Hang has been qualified as a Certified Financial Technologist in 2020.

Save as mentioned above, there is no change of information of each Director that is required to be disclosed under Rule 17.50A of the GEM Listing Rules.

DIRECTORS' SERVICE CONTRACTS

Each of the executive Directors has entered into a service agreement with the Company for an initial term of three years commencing from the Listing Date, which shall continue thereafter unless and until terminated by not less than three months' notice in writing served by either party on the other. Each of the non-executive Directors and the independent non-executive Directors has entered into a letter of appointment with the Company for a term of three years commencing from the Listing Date, which shall continue thereafter unless and until terminated by not less than three months' notice in writing served by either party on the other.

Save as disclosed above, none of the Directors, including those to be re-elected at the forthcoming AGM has a service contract with the Company which is not determinable within one year without payment of compensation, other than statutory compensation.

EMOLUMENT POLICY

The Remuneration Committee is responsible for reviewing emolument policy and structure for all remuneration of the Directors and senior management of the Group, having regard to the Group's operating results, individual performance and corporate market practices.

REMUNERATION OF DIRECTORS AND FIVE INDIVIDUALS WITH HIGHEST EMOLUMENTS

Details of the emoluments of the Directors and five individuals with highest emoluments are set out in Note 12 to the consolidated financial statements.

DIRECTORS' INTERESTS IN SIGNIFICANT TRANSACTIONS, ARRANGEMENTS AND CONTRACTS

Save as disclosed in the Prospectus and elsewhere in the annual report, there were no transactions, arrangements or contracts of significance to which the Company, its holding company, fellow subsidiaries or any of its subsidiaries was a party and in which a Director had a material interest, whether directly or indirectly, subsisted at any time during the year.

CONTROLLING SHAREHOLDERS' INTERESTS

Save as disclosed in this annual report, there were no contracts of significance between the Company or any of its subsidiaries and any controlling shareholder of the Company or any of its subsidiaries or any contracts of significance for the provision of services to the Company or any of its subsidiaries by a controlling shareholder of the Company or any of its subsidiaries.

MANAGEMENT CONTRACTS

No contract concerning the management and administration of the whole or any substantial part of the business of the Company was entered into or existed during the year.

DIRECTORS' REPORT (CONTINUED)

ARRANGEMENTS TO PURCHASE SHARES OR DEBENTURES

At no time during the year was the Company, its holding company, fellow subsidiaries or any of its subsidiaries a party to any arrangements to enable the Directors to acquire benefits by means of acquisition of shares in, or debentures of, the Company or any other body corporate.

EQUITY-LINKED AGREEMENTS

Other than the share option scheme of the Company (the **"Share Option Scheme"**), no equity-linked agreements were entered into by the Company during the year ended 31 December 2020 or subsisted at the end of the year.

RELATED PARTY TRANSACTIONS AND CONNECTED TRANSACTIONS

None of related party transactions entered into by the Group during the year ended 31 December 2020. To the best knowledge of the Directors, none of related party transactions constitutes connected transactions that need to be disclosed under GEM Listing Rules.

PERMITTED INDEMNITY PROVISIONS

The Company's Articles provide that every Directors shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities which he/she may sustain or incur or about the execution of the duties of his/her office or otherwise in relation thereto.

The Company has maintained appropriate directors' and officers' liability insurance and such permitted indemnity provision for the benefit of the Directors currently in force.

TAX RELIEF OR EXEMPTION OF HOLDERS OF LISTED SECURITIES

The Company is not aware of any tax relief or exemption available to the Shareholders by reason of their holding of the Company's securities.

NON-COMPETITION UNDERTAKING

The controlling shareholders of the Company gave a non-competition undertaking in favour of the Company and confirm that they and their associates have not breached the terms of the undertaking contained in the deed of non-competition during the year ended 31 December 2020. Details of the non-competition undertaking are set out in section headed "Deed of Non-competition" in the Prospectus. All independent non-executive Directors have reviewed on an annual basis the compliance with the respective non-competition undertakings by the controlling shareholders of the Company. In view of this conclusion, the controlling shareholders of the Company have complied with all the undertakings under the deed of non-competition in favour of the Company during the year ended 31 December 2020.

DIRECTORS' AND CHIEF EXECUTIVES' INTEREST IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 31 December 2020, the interests and short positions in the shares, underlying shares and debentures of the Company or any associated corporation (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the "SFO") held by the Directors and chief executives of the Company (the "Chief Executives") which have been notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which were taken or deemed to have under such provisions of the SFO) or have been entered in the register maintained by the Company pursuant to section 352 of the SFO, or as otherwise have been notified to the Company and the Stock Exchange pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules are as follows:

Long position in ordinary Shares

Name of Directors	Nature of interests	Number of Shares held	Approximate % of the total number of Shares in issue
Mr. Wong Wai Chit <i>(Notes 1 & 2)</i>	Interest in controlled corporation	643,500,000	58.5%
Mr. Wong Man Chit <i>(Notes 1 & 3)</i>	Interest in controlled corporation	643,500,000	58.5%

Notes:

- These 643,500,000 Shares are held by AVW International Limited ("AVW") is beneficially owned as to 50% by Mr. Wong Wai Chit and 50% by Mr. Wong Man Chit. Each of Mr. Wong Wai Chit and Mr. Wong Man Chit is deemed to be interested in the same number of Shares in which AVW is interested under the SFO.
- Ms. long Man Lai is the spouse of Mr. Wong Wai Chit. Ms. long Man Lai is deemed to be interested in the same number of Shares in which Mr. Wong Wai Chit is interested by virtue of the SFO.
- Ms. Tse Sheung is the spouse of Mr. Wong Man Chit. Ms. Tse Sheung is deemed to be interested in the same number of Shares in which Mr. Wong Man Chit is interested by virtue of the SFO.

DIRECTORS' REPORT (CONTINUED)

Save as disclosed above, as at 31 December 2020, none of the Directors or Chief Executive had any interests or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which would have to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which he was taken or deemed to have under such provisions of the SFO) or which was required, pursuant to section 352 of the SFO, to be entered in the register referred to therein, or pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules to be notified to the Company and the Stock Exchange.

SUBSTANTIAL SHAREHOLDERS' INTEREST IN THE SHARES AND UNDERLYING SHARES

So far as the Directors and the Chief Executives are aware, as at 31 December 2020, other than the Directors and the Chief Executives, the following persons will have or be deemed or taken to have an interest and/or short position in the shares or the underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which would be recorded in the register of the Company required to be kept under section 336 of the SFO, or who will be, directly or indirectly, to be interested in 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of the Company or any other members of the Group:

Long position in ordinary Shares

Names of Shareholder	Nature of interest	Number of Shares held	Approximate % of the total number of Shares in issue
AVW <i>(Note 1)</i>	Beneficial owner	643,500,000	58.5%
Vibes Enterprises Company Limited <i>(Note 2)</i>	Beneficial owner	181,500,000	16.5%
Vibes Management Company Limited <i>(Note 2)</i>	Interest in controlled corporation	181,500,000	16.5%
Pioneer Unicorn Limited <i>(Note 2)</i>	Interest in controlled corporation	181,500,000	16.5%
Ms. Li Yin Ping <i>(Note 2)</i>	Interest in controlled corporation	181,500,000	16.5%
Ms. Zheng Xiaochun <i>(Note 2)</i>	Interest in controlled corporation	181,500,000	16.5%
Mr. Guan Le <i>(Notes 2 & 3)</i>	Interest of spouse	181,500,000	16.5%
Mr. Chan Sheung Chi <i>(Notes 2 & 6)</i>	Interest of spouse	181,500,000	16.5%
Ms. long Man Lai <i>(Notes 1 & 4)</i>	Interest of spouse	643,500,000	58.5%
Ms. Tse Sheung <i>(Notes 1 & 5)</i>	Interest of spouse	643,500,000	58.5%

Notes:

1. AVW is beneficially owned as to 50% by Mr. Wong Wai Chit and 50% by Mr. Wong Man Chit, executive directors of the Company. Each of Mr. Wong Wai Chit and Mr. Wong Man Chit is deemed to be interested in the same number of Shares in which AVW is interested under the SFO.
2. Vibes Enterprises Company Limited ("**Vibes Enterprises**") is wholly owned by Vibes Management Company Limited ("**Vibes Management**"). Vibes Management Company Limited is wholly owned by Pioneer Unicorn Limited ("**Pioneer Unicorn**"), which is owned as to 50% by Ms. Li Yin Ping and 50% by Ms. Zheng Xiaochun. As such, Ms. Li Yin Ping and Ms. Zheng Xiaochun together indirectly control all the Shares held by Vibes Enterprises. Under the SFO, each of Vibes Management, Pioneer Unicorn, Ms. Li Yin Ping and Ms. Zheng Xiaochun is deemed to be interested in the same number of Shares in which Vibes Enterprises is interested.
3. Mr. Guan Le is the spouse of Ms. Zheng Xiaochun. Mr. Guan Le is deemed to be interested in the same number of Shares in which Ms. Zheng Xiaochun is interested by virtue of the SFO.
4. Ms. long Man Lai is the spouse of Mr. Wong Wai Chit. Ms. long Man Lai is deemed to be interested in the same number of Shares in which Mr. Wong Wai Chit is interested by virtue of the SFO.
5. Ms. Tse Sheung is the spouse of Mr. Wong Man Chit. Ms. Tse Sheung is deemed to be interested in the same number of Shares in which Mr. Wong Man Chit is interested by virtue of the SFO.
6. Mr. Chan Sheung Chi is the spouse of Ms. Li Yin Ping. Mr. Chan Sheung Chi is deemed to be interested in the same number of Shares in which Ms. Li Yin Ping is interested by virtue of the SFO.

Save as disclosed above, as at 31 December 2020, according to the register of interests required to be kept by the Company under section 336 of the SFO, there was no person or corporation (other than the Directors and the Chief Executives) who had any interest or short position in the shares or underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 or Part XV of the SFO.

COMPLIANCE ADVISER'S INTERESTS

As at the date of this report, save and except for (i) the participation of TC Capital International Limited ("**TC Capital**") as the sponsor in relation to the Listing; and (ii) the compliance adviser's agreement entered into between the Company and TC Capital dated 25 September 2017, neither TC Capital nor its directors, employees or close associates had any interests in relation to the Company which is required to be notified to the Group pursuant to Rule 6A.32 of the GEM Listing Rules.

SHARE OPTION SCHEME

The Company adopted the Share Option Scheme on 23 June 2018 for the purpose to provide our Company with a flexible means of giving incentive and reward to employee, advisor, customer, service provider, agent, customer, partner or joint-venture partner of the Group (including a director of the Group) (the "**Eligible Participants**") for incentive or reward for their contribution to the Group.

Under the Share Option Scheme, the Board may make an offer to the Eligible Participants. The limit on the number of Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other options granted and yet to be exercised under the Share Option Scheme and any other share option schemes of the Group must not exceed 30% of the total number of Shares in issue from time to time.

DIRECTORS' REPORT (CONTINUED)

Unless approved by the Shareholders at the general meeting, the total number of Shares issued and to be issued upon exercise of the options granted and to be granted pursuant to the Share Option Scheme and any other share option schemes of the Group to each Eligible Participant (including both exercised and outstanding options) in any 12-month period up to and including the date of grant of the options must not exceed 1% of the Shares in issue.

The maximum number of Shares which may be issued upon exercise of all options to be granted under the Share Option Scheme and any other share option schemes of the Company must not exceed 110,000,000, representing 10% of the total number of Shares in issue on the Listing Date and the date of this report unless the Company seeks the approval of the Shareholders in general meeting for refreshing the 10% limit under the Share Option Scheme provided that options lapsed in accordance with the terms of the Share Option Scheme or any other share option schemes of the Group will not be counted for the purpose of calculating 10% limit.

Details of the principal terms of the Share Option Scheme are set out in paragraph headed "Share Option Scheme" in section headed "Statutory and General Information" in Appendix V to the Prospectus. The principal terms of the Share Option Scheme are summarised as follows:

The Share Option Scheme was adopted for a period of 10 years commencing from 23 June 2018 and remains in force until 23 June 2028. The Company may, by ordinary resolution in general meeting or, such date as the Board determined, terminate the Share Option Scheme at any time without prejudice to the exercise of options granted prior to such termination.

The exercise price per Share for each option granted shall be determined by the Board in its absolute discretion but in any event shall be at least the higher of:

- (1) the closing price of the Shares as stated in the daily quotations sheets issued by the Stock Exchange on the offer date of the option which must be a trading day;
- (2) the average of the closing prices of the Shares as shown in the daily quotations sheets issued by the Stock Exchange for the five consecutive business days immediately preceding the offer date of the option; and
- (3) the nominal value of the Shares on the offer date of the option.

Upon acceptance of the options, the Eligible Participant shall pay HK\$1.00 to the Company as consideration for the grant. The acceptance of an offer of the grant of the option must be made within the date as specified in the offer letter (which shall not be later than 21 days from, and inclusive of, the date of offer) issued by the Company. The exercise period of any option granted under the Share Option Scheme shall not be longer than 10 years commencing on the date of grant and expiring on the last day of such 10-year period subject to the provisions for early termination as contained in the Share Option Scheme. No share option were granted under the Share Option Scheme since its adoption.

COMPETING INTERESTS

For the year ended 31 December 2020, none of the Directors, the substantial Shareholders or controlling shareholders of the Company and their respective associates (as defined in the GEM Listing Rules) has any interest in a business which competes or is likely to compete, either directly or indirectly, with the business of the Group.

SUFFICIENCY OF PUBLIC FLOAT

Based on the information that is publicly available and within the knowledge of the Directors, the Company has maintained the sufficient public float as required under the GEM Listing Rules as at the date of this annual report.

ANNUAL GENERAL MEETING

The AGM will be held on Friday, 14 May 2021. A notice convening the meeting will be issued and sent to the Shareholders in due course.

EVENT AFTER THE REPORTING PERIOD

As disclosed in the announcement of the Company dated 5 March 2021, Fleming International Vietnam Limited entered into a service agreement with ICP International Construction Project Management and Consultancy Joint Stock Company, as engineer, for the services to be provided in relation to the construction contract and the total service fee (inclusive of VAT) shall be VND1,736,000,000 (equivalent to approximately HK\$587,000).

Save as disclosed above, there are no significant events affecting the Group after the reporting period and up to date of this annual report.

DIRECTORS' REPORT (CONTINUED)

AUDITOR

On 21 October 2019, Messrs. Deloitte Touche Tohmatsu (“**Deloitte**”) resigned as the auditor of the Company and BDO Limited (“**BDO**”) was appointed as the new auditor of the Company to fill the casual vacancy following the resignation of Deloitte and to hold office until the conclusion of the next AGM.

The consolidated financial statements for the years ended 31 December 2020 and 2019 have been audited by BDO and that for the year ended 31 December 2018 was audited by Deloitte. A resolution will be proposed at the forthcoming AGM of the Company to re-appoint BDO as the auditor of the Company.

CLOSURE OF REGISTER OF MEMBERS

For the purpose of determining the Shareholders' entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Friday, 7 May 2021 to Friday, 14 May 2021 (both dates inclusive) during which period no transfer of Shares will be registered. In order to qualify for attending and voting at the AGM, all transfers accompanied by the relevant share certificates must be lodged for registration with the Company's Hong Kong branch share registrar and transfer office, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong not later than 4:00 p.m. on Thursday, 6 May 2021.

By order of the Board
Hyfusin Group Holdings Limited
Wong Wai Chit
Executive Director and Chairman

Hong Kong, 19 March 2021

INDEPENDENT AUDITOR'S REPORT



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TO THE SHAREHOLDERS OF HYFUSIN GROUP HOLDINGS LIMITED

(incorporated in the Cayman Islands with limited liability)

Opinion

We have audited the consolidated financial statements of Hyfusin Group Holdings Limited (the “Company”) and its subsidiaries (together the “Group”) set out on pages 48 to 117, which comprise the consolidated statement of financial position as at 31 December 2020, and the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2020, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards (“HKFRSs”) issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

Basis for Opinion

We conducted our audit in accordance with Hong Kong Standards on Auditing (“HKSA”) issued by the HKICPA. Our responsibilities under those standards are further described in the “Auditor’s Responsibilities for the Audit of the Consolidated Financial Statements” section of our report. We are independent of the Group in accordance with the HKICPA’s “Code of Ethics for Professional Accountants” (“the Code”), and we have fulfilled our other ethical responsibilities in accordance with the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

INDEPENDENT AUDITOR'S REPORT (CONTINUED)

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Impairment assessment of trade receivables

As at 31 December 2020, the Group's gross trade receivables and loss allowances amounted to approximately HK\$92,417,000 and HK\$741,000 respectively.

In determining the expected credit losses ("ECL") for trade receivables, management considers the credit rating of the debtors on an individual basis, taking into consideration of forward-looking information that is reasonable and supportable without undue costs or effort.

We identified the impairment of trade receivables as a key audit matter because of the significant judgement involved in developing and implementing the ECL model and high level of estimation uncertainty and the significance of the carrying amounts of trade receivables to the Group's consolidated financial statements.

Refer to Notes 20 and 31(b) to the consolidated financial statements and the accounting policies in Note 4(l)(ii) to the consolidated financial statements.

Our response:

- Evaluated the ECL model applied by the management and verified whether it is consistent with the requirements of HKFRS 9;
- Checked data inputs to supporting documents in determining the ECL;
- Challenged key assumptions and judgements, such as evaluating whether the probability of default and loss given default are reasonable and appropriately adjusted based on current economic conditions and forward-looking information; and
- Read and assessed the disclosures made in the consolidated financial statements.

Other Information in the Annual Report

The directors are responsible for the other information. The other information comprises the information included in the Company's annual report, but does not include the consolidated financial statements and our auditor's report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Directors' Responsibilities for the Consolidated Financial Statements

The directors are responsible for the preparation of the consolidated financial statements that give a true and fair view in accordance with HKFRSs issued by the HKICPA and the disclosure requirements of the Hong Kong Companies Ordinance, and for such internal control as the directors determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, the directors are responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Group or to cease operations, or have no realistic alternative but to do so.

The directors are also responsible for overseeing the Group's financial reporting process. The Audit Committee assists the directors in discharging their responsibility in this regards.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. This report is made solely to you, as a body, in accordance with the terms of our engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

INDEPENDENT AUDITOR'S REPORT (CONTINUED)

As part of an audit in accordance with HKSAAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

INDEPENDENT AUDITOR'S REPORT (CONTINUED)

We communicate with the Audit Committee regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the Audit Committee with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

From the matters communicated with the directors, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

BDO Limited

Certified Public Accountants

Tang Tak Wah

Practising Certificate no. P06262

Hong Kong, 19 March 2021

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the year ended 31 December 2020

	Notes	2020 HK\$'000	2019 HK\$'000
Revenue	6	555,912	307,546
Cost of sales		(349,307)	(216,273)
Gross profit		206,605	91,273
Other income	7	2,883	764
Other gains and losses	8	(2,367)	(309)
Selling and distribution expenses		(28,268)	(18,385)
Administrative expenses		(65,098)	(39,565)
Finance costs	9	(3,965)	(2,864)
Profit before income tax expense	11	109,790	30,914
Income tax expense	10	(19,308)	(6,251)
Profit for the year attributable to owners of the Company		90,482	24,663
Other comprehensive (expense)/income for the year			
<i>Item that may be reclassified subsequently to profit or loss:</i>			
Fair value gain on debt instruments measured at fair value through other comprehensive income		33	13
Cumulative gain on debt instruments measured at fair value through other comprehensive income reclassified to profit or loss on disposal		(43)	–
		(10)	13
Total comprehensive income for the year attributable to owners of the Company		90,472	24,676
Earnings per share			
– Basic and diluted (HK cents)	13	8.23	2.24

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 31 December 2020

	Notes	2020 HK\$'000	2019 HK\$'000
Non-current assets			
Property, plant and equipment	15	16,470	14,412
Right-of-use assets	16	21,441	22,976
Deposits for the acquisition of property, plant and equipment		4,618	1,676
Financial assets at fair value through profit or loss	17	–	17
Debt instruments at fair value through other comprehensive income	18	1,166	1,695
Deferred tax assets	27	537	437
Pledged bank deposits	21	13,759	11,733
Total non-current assets		57,991	52,946
Current assets			
Inventories	19	92,993	52,749
Trade and other receivables	20	94,364	94,506
Financial assets at fair value through profit or loss	17	11	–
Bank balances and cash	21	108,383	30,039
Total current assets		295,751	177,294
Total assets		353,742	230,240
Current liabilities			
Trade and other payables	22	83,981	42,686
Contract liabilities	23	–	183
Bank borrowings	24	23,730	40,555
Lease liabilities	25	1,314	2,890
Tax payable		13,175	3,178
Total current liabilities		122,200	89,492
Net current assets		173,551	87,802
Total assets less current liabilities		231,542	140,748

CONSOLIDATED STATEMENT OF FINANCIAL POSITION (CONTINUED)

As at 31 December 2020

	Notes	2020 HK\$'000	2019 HK\$'000
Non-current liabilities			
Bank borrowings	24	5,993	6,453
Lease liabilities	25	1,091	322
Other non-current liabilities	26	198	185
Total non-current liabilities		7,282	6,960
Total liabilities		129,482	96,452
NET ASSETS		224,260	133,788
Equity			
Equity attributable to owners of the Company			
Share capital	28	11,000	11,000
Reserves		213,260	122,788
TOTAL EQUITY		224,260	133,788

The consolidated financial statements on pages 48 to 117 were approved and authorised for issue by the Board of Directors on 19 March 2021 and are signed on its behalf by:

WONG WAI CHIT
Director

WONG MAN CHIT
Director

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the year ended 31 December 2020

	Share capital HK\$'000	Share premium HK\$'000	Fair value through other comprehensive income ("FVTOCI") reserve HK\$'000	Other reserves HK\$'000 (Note)	Retained earnings HK\$'000	Total HK\$'000
As at 1 January 2019	11,000	54,954	41	20,605	22,512	109,112
Profit for the year	-	-	-	-	24,663	24,663
Other comprehensive income:						
Fair value gain on debt instruments through other comprehensive income	-	-	13	-	-	13
Total comprehensive income for the year	-	-	13	-	24,663	24,676
As at 31 December 2019 and 1 January 2020	11,000	54,954	54	20,605	47,175	133,788
Profit for the year	-	-	-	-	90,482	90,482
Other comprehensive income/(expense):						
Fair value gain on debt instruments through other comprehensive income	-	-	33	-	-	33
Transfer of FVTOCI reserve upon disposal of debt instrument at FVTOCI	-	-	(43)	-	-	(43)
Total comprehensive expense for the year	-	-	(10)	-	90,482	90,472
As at 31 December 2020	11,000	54,954	44	20,605	137,657	224,260

Note: Other reserves represent (i) the deemed gain arising from the capital contribution from non-controlling interests of a subsidiary of HK\$6,478,000 and (ii) the combined share capital of Fleming International Limited and its subsidiaries and Britain Link Limited attributable to Controlling Shareholders (as defined in Note 1) of the Company and adjusting the non-controlling interests at the time of the Group Reorganisation (as detailed in "History, development and Reorganisation" section to the Company's prospectus dated 29 June 2018).

CONSOLIDATED STATEMENT OF CASH FLOWS

For the year ended 31 December 2020

	Notes	2020 HK\$'000	2019 HK\$'000
Cash flows from operating activities			
Profit before income tax expense		109,790	30,914
Adjustments for:			
Depreciation of property, plant and equipment	11	2,974	3,126
Depreciation of right-of-use assets	11	3,610	2,916
Interest income on debt instruments at fair value through other comprehensive income	7	(58)	(58)
Loss from changes in fair value of financial assets at fair value through profit or loss	8	6	–
Allowance of inventories	11	285	392
Impairment loss on trade receivables	8	3	738
Write off of trade receivables	8	2,358	41
Gain on disposal of property, plant and equipment	8	–	(137)
Write off of property, plant and equipment	8	20	–
Gain on disposal of debt instruments measured at fair value through other comprehensive income	8	(43)	–
Gain on termination of lease	8	(2)	–
Interest income from banks	7	(128)	(432)
Finance costs	9	3,965	2,864
Operating cash flows before movements in working capital		122,780	40,364
Increase in inventories		(40,529)	(20,792)
Increase in trade and other receivables		(2,219)	(59,518)
Decrease in contract liabilities		(183)	(21)
Increase in trade and other payables		41,295	19,746
Increase in other non-current liabilities		13	17
Cash generated from/(used in) operations		121,157	(20,204)
Income tax paid		(9,411)	(3,010)
Net cash generated from/(used in) operating activities		111,746	(23,214)
Cash flows from investing activities			
Bank interest income		128	432
Interest income on debt instruments at fair value through other comprehensive income		58	58
Deposits for acquisition of property, plant and equipment		(4,888)	(1,676)
Purchases of property, plant and equipment		(3,106)	(2,793)
Proceeds from disposal of property, plant and equipment		–	137
Proceeds from disposal of debt instruments at fair value through other comprehensive income		562	–
Acquisition of land use right		–	(3,266)
Placement of pledged bank deposits		(2,026)	(2,858)
Net cash used in investing activities		(9,272)	(9,966)

CONSOLIDATED STATEMENT OF CASH FLOWS (CONTINUED)

For the year ended 31 December 2020

	Notes	2020 HK\$'000	2019 HK\$'000
Cash flows from financing activities	36		
New bank borrowings raised		99,944	142,001
Repayment of bank borrowings		(117,229)	(128,376)
Interest paid		(3,841)	(2,617)
Repayment of lease liabilities		(3,004)	(2,734)
Net cash (used in)/from financing activities		(24,130)	8,274
Net increase/(decrease) in cash and cash equivalents		78,344	(24,906)
Cash and cash equivalents at beginning of year		30,039	54,945
Cash and cash equivalents at end of year		108,383	30,039
Analysis of balances of cash and cash equivalents			
Bank balances and cash		108,383	30,039

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2020

1. GENERAL INFORMATION

Hyfusin Group Holdings Limited (the “**Company**”) was incorporated in the Cayman Islands as an exempted company and registered in the Cayman Islands with limited liability under the Companies Law, Cap. 22 (Act 3 of 1961, as amended, supplemented or otherwise modified from time to time) of the Cayman Islands on 5 July 2017. The shares of the Company have been listed on GEM of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) on 19 July 2018. Its registered office is located at Windward 3, Regatta Office Park, PO Box 1350, Grand Cayman KY1-1108, Cayman Islands and principal place of business is located at Unit Nos. 4-8, 2/F, Aberdeen Marina Tower, 8 Shum Wan Road, Aberdeen, Hong Kong.

The Company is an investment holding company and its subsidiaries (the “**Group**”) are principally engaged in manufacturing and sale of candle products. Its parent and ultimate holding company is AVW International Limited (“**AVW**”), a private company incorporated in the British Virgin Islands (the “**BVI**”). Its ultimate controlling shareholders are Mr. Wong Man Chit (“**Mr. Andrew Wong**”) and Mr. Wong Wai Chit (“**Mr. Vincent Wong**”), who are brothers and act in concert over AVW and the companies now comprising the Group (the “**Controlling Shareholders**”).

2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“**HKFRSs**”)

2.1 Adoption of new or amended HKFRSs

The Hong Kong Institute of Certified Public Accountants (“**HKICPA**”) has issued a number of new or amended HKFRSs that are first effective for the current accounting of the Group:

Amendments to HKFRS 3	Definition of a Business
Amendments to HKAS 1 and HKAS 8	Definition of Material
Amendments to HKAS 39, HKFRS 7, and HKFRS 9	Interest Rate Benchmark Reform

None of these new or amended HKFRSs has a material impact on the Group’s results and financial position for the current or prior period. The Group has not early applied any new or amended HKFRSs that is not yet effective for the current accounting period.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2020

2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

2.2 New and amendments to HKFRSs that have been issued but are not yet effective

The following new and amendments to HKFRSs, potentially relevant to the Group’s consolidated financial statements, have been issued, but are not yet effective and have not been early adopted by the Group. The Group’s current intention is to apply these changes on the date they become effective.

HKFRS 17	Insurance Contracts and the related Amendments ⁴
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture ⁵
Amendment to HKFRS 16	Covid-19 – Related Rented Concessions ¹
Amendments to HKFRS 3	Reference to the Conceptual Framework ³
Amendments to HKAS 39, HKFRS 4, HKFRS 7, HKFRS 9 and HKFRS 16	Interest Rate Benchmark Reform - Phase 2 ²
Amendments to HKAS 1	Classification of Liabilities as Current or Non-current and related amendments to Hong Kong Interpretation 5 (2020) ⁴
Amendments to HKAS 16	Property, Plant and Equipment : Proceeds before Intended Use ³
Amendments to HKAS 37	Onerous Contracts – Cost of Fulfilling a Contract ³
Amendments to HKFRSs	Annual Improvements to HKFRSs 2018-2020 ³

¹ Effective for annual periods beginning on or after 1 June 2020

² Effective for annual periods beginning on or after 1 January 2021

³ Effective for annual periods beginning on or after 1 January 2022

⁴ Effective for annual periods beginning on or after 1 January 2023

⁵ Effective for annual periods beginning on or after a date to be determined

The Group is in the process of making an assessment of what the impact of these new or revised HKFRSs is expected to be in the period of initial application. So far the directors of the Company (the “**Directors**”) concluded that the adoption of the new and amendments to HKFRSs will have no material impact on the Group’s consolidated financial statements.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2020

3. BASIS OF PREPARATION

(a) Statement of compliance

The consolidated financial statements have been prepared in accordance with all applicable HKFRSs, Hong Kong Accounting Standards (“**HKASs**”) and Interpretations (hereinafter collectively referred to as the “**HKFRS**”) and the disclosure requirements of the Hong Kong Companies Ordinance. In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on GEM of the Stock Exchange of Hong Kong Limited.

(b) Basis of measurement

The Directors have, at the time of approving the consolidated financial statements, a reasonable expectation that the Group has adequate resources to continue in operational existence for the foreseeable future. Thus they continue to adopt the going concern basis of accounting in preparing the consolidated financial statements.

The consolidated financial statements have been prepared under historical cost basis except for certain financial instruments that are measured at fair values at the end of each reporting period, as explained in the accounting policies set out below.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these consolidated financial statements is determined on such a basis, except for share-based payment transactions that are within the scope of HKFRS 2 Share-Based Payment, leasing transactions that are accounted for in accordance with HKFRS 16 Leases, and measurements that have some similarities to fair value but are not fair value, such as net realisable value in HKAS 2 Inventories or value in use in HKAS 36 Impairment of Assets.

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2020

3. BASIS OF PREPARATION (Continued)

(c) Functional and presentation currency

The functional currency of the Company is United States dollars (“**US\$**”), while the consolidated financial statements are presented in Hong Kong dollars (“**HK\$**”). As the Company is listed on GEM of the Stock Exchange of Hong Kong Limited, the Directors consider that it will be more appropriate to adopt HK\$ as the Group’s and the Company’s presentation currency.

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(a) Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company and its subsidiaries. Control is achieved when the Company:

- has power over the investee;
- is exposed, or has rights, to variable returns from its involvement with the investee; and
- has the ability to use its power to affect its returns.

The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above.

Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Specifically, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated statement of profit or loss and other comprehensive income from the date the Group gains control until the date when the Group ceases to control the subsidiary.

When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies in line with the Group’s accounting policies.

All intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2020

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(b) Subsidiaries

A subsidiary is an investee over which the Company is able to exercise control. The Company controls an investee if all three of the following elements are present: (i) power over the investee, (ii) exposure, or rights, to variable returns from the investee, and (iii) the ability to use its power to affect those variable returns. Control is reassessed whenever facts and circumstances indicate that there may be a change in any of these elements of control.

In the Company's statement of financial position, investments in subsidiaries are carried at cost less impairment loss, if any. The results of the subsidiaries are accounted for by the Company on the basis of dividends received and receivable.

(c) Revenue recognition

Under HKFRS 15, the Group recognises revenue when (or as) a performance obligation is satisfied, i.e. when "control" of the goods or services underlying the particular performance obligation is transferred to the customer.

Control is transferred over time and revenue is recognised over time by reference to the progress towards complete satisfaction of the relevant performance obligation if one of the following criteria is met:

- the customer simultaneously receives and consumes the benefits provided by the Group's performance as the Group performs;
- the Group's performance creates and enhances an asset that the customer controls as the Group performs; or
- the Group's performance does not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance completed to date.

Otherwise, revenue is recognised at a point in time when the customer obtains control of the distinct good or service.

Sales of candle products

Revenue is thus recognised at the point in time when customers obtain control of candle products when the goods are transferred to the customers, being when the goods have been shipped to customers' specified location. There is generally only one performance obligation.

For the year ended 31 December 2020

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(c) Revenue recognition (Continued)

Interest income

Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts the estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

Dividend income

Dividend income from investments is recognised when the shareholders' rights to receive payment have been established.

Refund liability

A refund liability is recognised for the obligation to refund some or all of the consideration received (or receivable) from a customer and is measured at the amount the Group ultimately expects it will have to return to the customer. The Group updates its estimates of refund liabilities (and the corresponding change in the transaction price) at the end of each reporting period.

Variable consideration

For contracts that contain variable consideration in relation to sales rebate and refund for defective goods to customers, the Group estimates the amount of consideration to which it will be entitled using either (a) the expected value method or (b) the most likely amount, depending on which method better predicts the amount of consideration to which the Group will be entitled.

The estimated amount of variable consideration is included in the transaction price only to the extent that it is highly probable that such an inclusion will not result in a significant revenue reversal in the future when the uncertainty associated with the variable consideration is subsequently resolved.

At the end of each reporting period, the Group updated the estimated transaction price (including updating its assessment of whether an estimate of variable consideration is constrained) to represent faithfully the circumstances present at the end of the reporting period and the changes in circumstances during the reporting period.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2020

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(c) Revenue recognition (Continued)

Contract assets and liabilities

A contract asset represents the Group's right to consideration in exchange for goods or services that the Group has transferred to a customer that is not yet unconditional. In contrast, a receivable represents the Group's unconditional right to consideration, i.e. only the passage of time is required before payment of that consideration is due.

A contract liability represents the Group's obligation to transfer goods or services to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer.

A contract asset and a contract liability relating to the same contract are accounted for and presented on a net basis.

(d) Property, plant and equipment

Property, plant and equipment are tangible assets held for use in the production or supply of goods or services, or for administrative purposes are stated in the consolidated statement of financial position at cost less subsequent accumulated depreciation and subsequent accumulated impairment losses, if any.

Depreciation is recognised so as to write off the cost of assets less their residual values over their estimated useful lives, using the straight-line method. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2020

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(e) Leases

Definition of a lease

A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

The Group as a lessee

Allocation of consideration to components of a contract

For a contract that contains a lease component and one or more additional lease or non-lease components, the Group allocates the consideration in the contract to each lease component on the basis of the relative stand-alone price of the lease component and the aggregate stand-alone price of the non-lease components.

Short-term leases and leases of low-value assets

The Group applies the short-term lease recognition exemption to leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option. It also applies the recognition exemption for lease of low-value assets. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis or another systematic basis over the lease term.

Right-of-use assets

The Group recognises right-of-use assets at the commencement date of the lease. Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities.

The cost of right-of-use asset includes:

- the amount of the initial measurement of the lease liability;
- any lease payments made at or before the commencement date, less any lease incentives received;
- any initial direct costs incurred by the Group; and
- an estimate of costs to be incurred by the Group in dismantling and removing the underlying assets, restoring the site on which it is located or restoring the underlying asset to the condition required by the terms and conditions of the lease, unless those costs are incurred to produce inventories.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2020

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(e) Leases (Continued)

The Group as a lessee (Continued)

Right-of-use assets (Continued)

Right-of-use assets in which the Group is reasonably certain to obtain ownership of the underlying leased assets at the end of the lease term are depreciated from commencement date to the end of the useful life. Otherwise, right-of-use assets are depreciated on a straight-line basis over the shorter of its estimated useful life and the lease term.

The Group presents right-of-use assets as a separate line item on the consolidated statement of financial position.

Refundable rental deposits

Refundable rental deposits paid are accounted under HKFRS 9 and initially measure at fair value. Adjustments to fair value at initial recognition are considered as additional lease payments and included in the cost of right-of-use assets.

Lease liabilities

At the commencement date of a lease, the Group recognises and measures the lease liability at the present value of lease payments that are unpaid at that date. In calculating the present value of lease payments, the Group uses the incremental borrowing rate at the lease commencement date if the interest rate implicit in the lease is not readily determinable.

The lease payments include:

- fixed payments (including in-substance fixed payments) less any lease incentives receivable;
- variable lease payments that depend on an index or a rate, initially measure using the index or rate as at the commencement date;
- amounts expected to be payable by the Group under residual value guarantees;
- the exercise price of a purchase option reasonably certain to be exercised by the Group; and
- payments of penalties for terminating a lease, if the lease term reflects the Group exercising the option to terminate.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2020

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(e) Leases (Continued)

The Group as a lessee (Continued)

Lease liabilities (Continued)

After the commencement date, lease liabilities are adjusted by interest accretion and lease payments.

The Group remeasures lease liabilities (and makes a corresponding adjustment to the related right-of-use assets) whenever:

- the lease term has changed or there is a change in the assessment of exercise of a purchase option, in which case the related lease liability is remeasured by discounting the revised lease payments using a revised discount rate at the date of reassessment.
- the lease payments change due to changes in market rental rate following a market rent review/expected payment under a guaranteed residual value, in which cases the related lease liability is measured by discounting the revised lease payments using the initial discount rate.

The Group presents lease liabilities as a separate line item on the consolidated statement of financial position.

Lease modifications

The Group accounts for a lease modification as a separate lease if:

- the modification increases the scope of the lease by adding the right to use one or more underlying assets; and
- the consideration for the leases increases by an amount commensurate with the stand-alone price for the increase in scope and any appropriate adjustments to that stand-alone price to reflect the circumstances of the particular contract.

For a lease modification that is not accounted for as a separate lease, the Group remeasures the lease liability based on the lease term of the modified lease by discounting the revised lease payments using a revised discount rate at the effective date of the modification.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2020

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(f) Borrowing costs

All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

(g) Impairment losses on tangible assets

At the end of the reporting period, the Group reviews the carrying amounts of its tangible assets with finite useful lives to determine whether there is any indication that these assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the relevant asset is estimated in order to determine the extent of the impairment loss (if any).

The recoverable amount of tangible assets are estimated individually. When it is not possible to estimate the recoverable amount individually, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs. When a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset (or cash-generating unit) for which the estimates of future cash flows have not been adjusted.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss.

(h) Inventories

Inventories are stated at the lower of cost and net realisable value. Costs of inventories are determined on a weighted average method. Net realisable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale.

For the year ended 31 December 2020

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(i) Foreign currencies

In preparing the financial statements of each individual group entity, transactions in currencies other than the functional currency of that entity (foreign currencies) are recognised at the rates of exchanges prevailing on the dates of the transactions. At the end of the reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences arising on the settlement of monetary items, and on the retranslation of monetary items, are recognised in profit or loss in the period in which they arise.

For the purposes of presenting the consolidated financial statements, the assets and liabilities of the Group's foreign operations are translated into the presentation currency of the Group (i.e. HK\$) using exchange rates prevailing at the end of each reporting period. Income and expenses items are translated at the average exchange rates for the period, unless exchange rates fluctuate significantly during the period, in which case, the exchange rates prevailing at the dates of transactions are used. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity under the heading of translation reserve.

(j) Employee benefits

(i) Retirement benefit costs

Payments to the defined contribution retirement benefit plans including the Mandatory Provident Fund Scheme in Hong Kong and state pension scheme in Vietnam are recognised as an expense when employees have rendered service entitling them to the contributions.

(ii) Short-term and other long term employee benefits

Short-term employee benefits are recognised at the undiscounted amount of the benefits expected to be paid as and when employees rendered the services. All short-term employee benefits are recognised as an expense unless another HKFRS requires or permits the inclusion of the benefit in the cost of an asset.

A liability is recognised for benefits accruing to employees (such as wages and salaries, annual leave and sick leave) after deducting any amount already paid.

Liabilities recognised in respect of other long-term employee benefits are measured at the present value of the estimated future cash outflows expected to be made by the Group in respect of services provided by employees up to the reporting date. Any changes in the liabilities' carrying amounts resulting from service cost, interest and remeasurement are recognised in profit or loss except to the extent that another HKFRS requires or permits their inclusion in the cost of an asset.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2020

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(k) Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax.

The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit/loss before tax because of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

Deferred tax liabilities are recognised for taxable temporary differences associated with investments in subsidiaries, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2020

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(k) Taxation (Continued)

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset is realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Group intends to settle its current tax assets and liabilities on a net basis.

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively.

(l) Financial instruments

Financial assets and financial liabilities are recognised when a group entity becomes a party to the contractual provisions of the instrument. All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the market place.

Financial assets and financial liabilities are initially measured at fair value except for trade receivables arising from contracts with customers which are initially measured in accordance with HKFRS 15. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets or financial liabilities at fair value through profit or loss (“FVTPL”)) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at FVTPL are recognised immediately in profit or loss.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2020

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(l) Financial instruments (Continued)

The effective interest method is a method of calculating the amortised cost of a financial asset or financial liability and of allocating interest income and interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts and payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial asset or financial liability, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

(i) Financial assets

Classification and subsequent measurement of financial assets

Financial assets that meet the following conditions are subsequently measured at amortised cost:

- the financial asset is held within a business model whose objective is to collect contractual cash flows; and
- the contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets that meet the following conditions are subsequently measured at fair value through other comprehensive income (“**FVTOCI**”):

- the financial asset is held within a business model whose objective is achieved by both selling and collecting contractual cash flows; and
- the contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

All other financial assets are subsequently measured at FVTPL, except that at initial recognition of a financial asset the Group may irrevocably elect to present subsequent changes in fair value of an equity investment in other comprehensive income (“**OCI**”) if that equity investment is neither held for trading nor contingent consideration recognised by an acquirer in a business combination to which HKFRS 3 Business Combinations applies.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2020

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(l) Financial instruments (Continued)

(i) Financial assets (Continued)

Classification and subsequent measurement of financial assets (Continued)

A financial asset is classified as held for trading if:

- it has been acquired principally for the purpose of selling in the near term; or
- on initial recognition it is a part of a portfolio of identified financial instruments that the Group manages together and has a recent actual pattern of short-term profit-taking; or
- it is a derivative that is not designated and effective as a hedging instrument.

In addition, the Group may irrevocably designate a financial asset that are required to be measured at the amortised cost or FVTOCI as measured at FVTPL if doing so eliminates or significant reduces an accounting mismatch.

Amortised cost and interest income

Interest income is recognised using the effective interest method for financial assets measured subsequently at amortised cost and debt instruments/receivables subsequently measured at FVTOCI. Interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset, except for financial assets that have subsequently become credit-impaired. For financial assets that have subsequently become credit-impaired, interest income is recognised by applying the effective interest rate to the amortised cost of the financial asset from the next reporting period. If the credit risk on the credit-impaired financial instrument improves so that the financial asset is no longer credit-impaired, interest income is recognised by applying the effective interest rate to the gross carrying amount of the financial asset from the beginning of the reporting period following the determination that the asset is no longer credit-impaired.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2020

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(l) Financial instruments (Continued)

(i) Financial assets (Continued)

Classification and subsequent measurement of financial assets (Continued)

Debt instruments classified as at FVTOCI

Subsequent changes in the carrying amounts for debt instruments classified as at FVTOCI as a result of interest income calculated using the effective interest method are recognised in profit or loss. All other changes in the carrying amount of these debt instruments are recognised in OCI and accumulated under the heading of FVTOCI reserve. Impairment allowances are recognised in profit or loss with corresponding adjustment to OCI without reducing the carrying amounts of these debt instruments. The amounts that are recognised in profit or loss are the same as the amounts that would have been recognised in profit or loss if these debt instruments had been measured at amortised cost. When these debt instruments are derecognised, the cumulative gains or losses previously recognised in other comprehensive income are reclassified to profit or loss.

Financial assets at FVTPL

Financial assets that do not meet the criteria for being measured at amortised cost or FVTOCI or designated as FVTOCI are measured at FVTPL.

Financial assets at FVTPL are measured at fair value at the end of each reporting period, with any fair value gains or losses recognised in profit or loss. The net gain or loss recognised in profit or loss excludes any dividend or interest earned on the financial asset and is included in the "other gains and losses" line item.

For the year ended 31 December 2020

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(i) Financial instruments (Continued)

(ii) Impairment loss on financial assets

The Group recognises a loss allowance for expected credit loss (“**ECL**”) on financial assets which are subject to impairment under HKFRS 9 (including trade and other receivables, pledged bank deposits and bank balances and cash). The amount of ECL is updated at each reporting date to reflect changes in credit risk since initial recognition.

Lifetime ECL represents the ECL that will result from all possible default events over the expected life of the relevant instrument. In contrast, 12-month ECL (“**12m ECL**”) represents the portion of lifetime ECL that is expected to result from default events that are possible within 12 months after the reporting date. Assessment are done based on the Group’s historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current conditions at the reporting date as well as the forecast of future conditions.

The Group always recognises lifetime ECL for trade receivables. The ECL on these assets are assessed individually.

For all other instruments, the Group measures the loss allowance equal to 12m ECL, unless there has been a significant increase in credit risk since initial recognition, in which case the Group recognises lifetime ECL. The assessment of whether lifetime ECL should be recognised is based on significant increases in the likelihood or risk of a default occurring since initial recognition.

Significant increase in credit risk

In assessing whether the credit risk has increased significantly since initial recognition, the Group compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition. In making this assessment, the Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2020

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(i) Financial instruments (Continued)

(ii) Impairment loss on financial assets (Continued)

Significant increase in credit risk (Continued)

In particular, the following information is taken into account when assessing whether credit risk has increased significantly:

- an actual or expected significant deterioration in the financial instrument's external (if available) or internal credit rating;
- significant deterioration in external market indicators of credit risk, e.g. a significant increase in the credit spread;
- existing or forecast adverse changes in business, financial or economic conditions that are expected to cause a significant decrease in the debtor's ability to meet its debt obligations;
- an actual or expected significant deterioration in the operating results of the debtor; or
- an actual or expected significant adverse change in the regulatory, economic, or technological environment of the debtor that results in a significant decrease in the debtor's ability to meet its debt obligations.

Irrespective of the outcome of the above assessment, the Group presumes that the credit risk has increased significantly since initial recognition when contractual payments are more than 30 days past due, unless the Group has reasonable and supportable information that demonstrates otherwise.

Despite the foregoing, the Group assumes that the credit risk on a debt instrument has not increased significantly since initial recognition if the debt instrument is determined to have low credit risk at the reporting date. A debt instrument is determined to have low credit risk if (i) it has a low risk of default, (ii) the borrower has a strong capacity to meet its contractual cash flow obligations in the near term and (iii) adverse changes in economic and business conditions in the longer term may, but will not necessarily, reduce the ability of the borrower to fulfil its contractual cash flow obligations. The Group considers a debt instrument to have low credit risk when it has an internal or external credit rating of "investment grade" as per globally understood definitions.

The Group regularly monitors the effectiveness of the criteria used to identify whether there has been a significant increase in credit risk and revises them as appropriate to ensure that the criteria are capable of identifying significant increase in credit risk before the amount becomes past due.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2020

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(I) Financial instruments (Continued)

(ii) Impairment loss on financial assets (Continued)

Definition of default

For internal credit risk management, the Group considers an event of default occurs when information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Group, in full (without taking into account any collaterals held by the Group).

Irrespective of the above, the Group considers that default has occurred when a financial asset is more than 90 days past due unless the Group has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.

Credit-impaired financial assets

A financial asset is credit-impaired when one or more events of default that have a detrimental impact on the estimated future cash flows of that financial asset have occurred. Evidence that a financial asset is credit-impaired includes observable data about the following events:

- significant financial difficulty of the issuer or the borrower;
- a breach of contract, such as a default or past due event;
- the lender(s) of the borrower, for economic or contractual reasons relating to the borrower's financial difficulty, having granted to the borrower a concession(s) that the lender(s) would not otherwise consider;
- it is becoming probable that the borrower will enter bankruptcy or other financial reorganisation; or
- the disappearance of an active market for that financial asset because of financial difficulties.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2020

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(i) Financial instruments (Continued)

(ii) Impairment loss on financial assets (Continued)

Write-off policy

The Group writes off a financial asset when there is information indicating that the counterparty is in severe financial difficulty and there is no realistic prospect of recovery, for example, when the counterparty has been placed under liquidation or has entered into bankruptcy proceedings, or in the case of trade receivables, when the amounts are over one year past due, whichever occurs sooner. Financial assets written off may still be subject to enforcement activities under the Group's recovery procedures, taking into account legal advice where appropriate. A write-off constitutes a derecognition event. Any subsequent recoveries are recognised in profit or loss.

Measurement and recognition of ECL

The measurement of ECL is a function of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default and loss given default is based on historical data and forward-looking information. Estimation of ECL reflects an unbiased and probability-weighted amount that is determined with the respective risks of default occurring as the weights.

Generally, the ECL is the difference between all contractual cash flows that are due to the Group in accordance with the contract and the cash flows that the Group expects to receive, discounted at the effective interest rate determined at initial recognition.

Interest income is calculated based on the gross carrying amount of the financial asset unless the financial asset is credit impaired, in which case interest income is calculated based on amortised cost of the financial asset.

Except for investments in debt instruments that are measured at FVTOCI, the Group recognises an impairment gain or loss in profit or loss for all financial instruments by adjusting their carrying amount, with the exception of trade receivables, where the corresponding adjustment is recognised through a loss allowance account. For investments in debt instruments that are measured at FVTOCI, the loss allowance is recognised in OCI and accumulated in the FVTOCI reserve without reducing the carrying amount of these debt instruments.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2020

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(i) Financial instruments (Continued)

(iii) Financial liabilities and equity instruments

Debt and equity instruments issued by a group entity are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Group are recognised at the proceeds received, net of direct issue costs.

Financial liabilities at amortised cost

Financial liabilities including trade and other payables and bank borrowings are subsequently measured at amortised cost, using the effective interest method.

(iv) Derecognition

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. If the Group neither transfer nor retains substantially all the risks and rewards of ownership and continued to control the transferred assets, the Group recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

On derecognition of a financial asset measured at amortised cost, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognised in profit or loss.

On derecognition of an investment in a debt instrument classified as at FVTOCI upon application of HKFRS 9, the cumulative gain or loss previously accumulated in the FVTOCI reserve is reclassified to profit or loss.

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2020

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(m) Provisions and contingent liabilities

Provisions are recognised for liabilities of uncertain timing or amount when the Group has a legal or constructive obligation arising as a result of a past event, which it is probable will result in an outflow of economic benefits that can be reliably estimated.

Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow of economic benefits is remote. Possible obligations, the existence of which will only be confirmed by the occurrence or non-occurrence of one or more future events, are also disclosed as contingent liabilities unless the probability of outflow of economic benefits is remote.

(n) Government grants

Government grants are not recognised until there is reasonable assurance that the Group will comply with the conditions to them and that the grants will be received.

Government grants are recognised in profit or loss on a systematic basis over the periods in which the Group recognises as expenses the related costs for which the grants are intended to compensate.

Government grants related to income that are receivable as compensation for expenses or losses already incurred or for the purpose of giving immediate financial support to the Group with no future related costs are recognised in profit or loss in the period in which they become receivable. Such grants are presented under "other income".

(o) Related parties

- (a) A person or a close member of that person's family is related to the Group if that person:
 - (i) has control or joint control of the Group;
 - (ii) has significant influence over the Group; or
 - (iii) is a member of key management personnel of the Group or the Company's parent.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2020

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(o) Related parties (Continued)

- (b) An entity is related to the Group if any of the following conditions apply:
- (i) The entity and the Group are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others).
 - (ii) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member).
 - (iii) Both entities are joint ventures of the same third party.
 - (iv) One entity is a joint venture of a third entity and the other entity is an associate of the third entity.
 - (v) The entity is a post-employment benefit plan for the benefit of the employees of the Group or an entity related to the Group.
 - (vi) The entity is controlled or jointly controlled by a person identified in (a).
 - (vii) A person identified in (a)(i) has significant influence over the entity or is a member of key management personnel of the entity (or of a parent of the entity).
 - (viii) The entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the Group's parent.

Close members of the family of a person are those family members who may be expected to influence, or be influenced by, that person in their dealings with the entity and include (i) that person's children and spouse or domestic partner; (ii) children of that person's spouse or domestic partner; and (iii) dependents of that person or that person's spouse or domestic partner.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2020

5. CRITICAL ACCOUNTING JUDGEMENT AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, which are described in Note 4, the Directors are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an on-going basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and future periods if the revision affects both current and future periods.

Key sources of estimation uncertainty

In addition to information disclosed elsewhere in these financial statements, other key sources of estimation uncertainty that have a significant risk of resulting a material adjustment to the carrying amounts of assets and liabilities within next financial year are as follows:

Provision of ECL for trade receivables

Upon the application of HKFRS 9, the Group assessed trade debtors individually for the expected credit losses, by considering the external credit rating of the debtors based on countries and industry in which the debtors operate on an individual basis, taking into consideration forward-looking information that is reasonable and supportable without undue costs or effort. Forward-looking information considered future prospects of the countries in which the Group's debtors operate. At every reporting date, the external credit rating are reassessed and changes in the forward-looking information are considered.

The provision of ECL is sensitive to changes in estimates. The information about the ECL and the Group's trade receivables are disclosed in Notes 20 and 31(b).

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2020

5. CRITICAL ACCOUNTING JUDGEMENT AND KEY SOURCES OF ESTIMATION UNCERTAINTY *(Continued)*

Key sources of estimation uncertainty *(Continued)*

Allowance for inventories

The Group makes allowance for inventories based on an assessment of the net realisable value of inventories. Allowances are applied to inventories where events or changes in circumstances indicate that the net realisable value is lower than the cost of inventories. The identification of obsolete inventories requires the use of judgement and estimates on the conditions and usefulness of the inventories. In cases where the net realisable value of inventories assessed are less than expected, recognition of a material allowance for inventories may arise which would be recognised in profit or loss in the period in which such recognition takes place.

Leases – Estimating the incremental borrowing rate

The Group cannot readily determine the interest rate implicit in a lease, and therefore, it uses an incremental borrowing rate (“**IBR**”) to measure lease liabilities. The IBR is the rate of interest that the Group would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment. The IBR therefore reflects what the Group “would have to pay”, which requires estimation when no observable rates are available (such as for subsidiaries that do not enter into financing transactions) or when it needs to be adjusted to reflect the terms and conditions of the lease (for example, when leases are not in the subsidiary’s functional currency). The Group estimates the IBR using observable inputs (such as market interest rates) when available and is required to make certain entity-specific estimates (such as the subsidiary’s stand-alone credit rating).

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2020

6. REVENUE AND SEGMENT INFORMATION

(i) Disaggregated revenue information

	2020 HK\$'000	2019 HK\$'000
Sale of candle products		
Daily-use candles	98,083	84,671
Scented candles	339,718	149,577
Decorative candles	17,431	29,838
Others (including Diffusers)	100,680	43,460
Total	555,912	307,546
Timing of revenue recognition		
A point in time	555,912	307,546

The Group's market were department stores and buying agents headquartered in United States of America and United Kingdom.

The contracts for sales of goods to external customers are short-term and the contract prices are fixed and agreed with the customers.

(ii) Performance obligations

Sale of candle products (revenue recognised at one point in time)

The Group sells candle products to external customers in which the revenue is recognised when the control of the goods has transferred to the customers, being when the goods have been shipped to the external customers' specified location.

(iii) Transaction price allocated to the remaining performance obligation for contracts with customers

All performance obligations for sale of candle products are for periods of one year or less. As permitted under HKFRS 15, the transaction price allocated to these unsatisfied contracts is not disclosed.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2020

6. REVENUE AND SEGMENT INFORMATION (Continued)

Segment information

Information reported to the executive directors of the Company, being the chief operating decision maker (“**CODM**”), regularly review revenue analysis by product type as set out in the revenue analysis above for the purpose of resource allocation and assessment of performance. However, other than revenue analysis, no operating results and other discrete financial information is regularly reviewed by the CODM for the purpose of resource allocation and assessment of performance of respective businesses. The CODM reviews the operating results (excluding listing expenses) of the Group as a whole to make decisions about resource allocation and for assessment of performance. The operation of the Group constitutes one single operating and reportable segment under HKFRS 8 Operating Segments and accordingly no separate segment information is presented.

Geographical information

The Group’s operations are located in Hong Kong and Vietnam.

Information about the Group’s revenue from external customers is presented based on the location of the destination points of the customers.

Revenue from external customers

	2020 HK\$’000	2019 HK\$’000
United States of America	504,203	238,089
United Kingdom	44,920	55,559
Others	6,789	13,898
Total	555,912	307,546

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2020

6. REVENUE AND SEGMENT INFORMATION (Continued)

Geographical information (Continued)

Information about the Group's non-current assets (exclude financial assets and deferred tax assets) is presented based on the geographical location of the assets.

Non-current assets

	2020 HK\$'000	2019 HK\$'000
Hong Kong	2,601	3,377
Vietnam	39,928	34,011
Total	42,529	37,388

Information about major customers

Revenue from customers of the corresponding years contributing over 5% of the total revenue of the Group are as follows:

	2020 HK\$'000	2019 HK\$'000
Customer A (Note (i))	335,762	89,245
Customer B	35,397	24,954
Customer C (Note (ii))	43,243	39,587
Customer D	*	25,435

Notes:

- (i) Revenue from Customer A is contributing over 10% (2019: 10%) of the total revenue of the Group for year ended 31 December 2020.
- (ii) Revenue from Customer C is contributing over 5% (2019: 10%) of the total revenue of the Group for year ended 31 December 2020.
- * The corresponding revenue did not contribute over 5% of the total revenue of the Group for the respective years.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2020

7. OTHER INCOME

	2020 HK\$'000	2019 HK\$'000
Bank interest income	128	432
Interest income on debt instruments at FVTOCI	58	58
Government grants (Note)	883	–
Sample income	192	30
Surcharge income	596	167
Others	1,026	77
	2,883	764

Note: Included in profit of loss is HK\$883,000 (2019: Nil) of government grants obtained from Employment Support Scheme (“ESS”) under the Anti-epidemic Fund launched by the Hong Kong SAR Government supporting the payroll of the Group’s employees. Under the ESS, the Group had to commit to spend these grants on payroll expenses, and not reduce employee head count below prescribed levels for a specified period of time. The Group does not have other unfulfilled obligations relating to this program.

8. OTHER GAINS AND LOSSES

	2020 HK\$'000	2019 HK\$'000
Net foreign exchange (losses)/gains	(25)	333
Gain on disposal of property, plant and equipment	–	137
Loss on write-off of property, plant and equipment	(20)	–
Gain on disposal of debt instruments at FVTOCI	43	–
Loss from changes in fair value of financial assets at FVTPL	(6)	–
Gain on lease termination	2	–
Write off of trade receivables	(2,358)	(41)
Impairment loss on trade receivables (Note 20)	(3)	(738)
	(2,367)	(309)

9. FINANCE COSTS

	2020 HK\$'000	2019 HK\$'000
Interest on bank borrowings	3,841	2,617
Interest on lease liabilities	124	247
	3,965	2,864

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2020

10. INCOME TAX EXPENSE

	2020 HK\$'000	2019 HK\$'000
Current tax		
– Hong Kong Profits Tax	14,682	3,745
– Vietnam Corporate Income Tax	4,754	2,650
– Over-provision in respect of prior years	(28)	(73)
	19,408	6,322
Deferred tax (Note 27)	(100)	(71)
	19,308	6,251

Under the two-tier profits tax regime, Hong Kong Profits Tax is calculated at 8.25% on the first HK\$2 million of the estimated assessable profits and at 16.5% on the estimated assessable profits above HK\$2 million for Fleming International Limited (“**Fleming Hong Kong**”).

For Fleming International Vietnam Limited (“**Fleming Vietnam**”), the subsidiary incorporated in Vietnam, the statutory corporate tax rates are 20% for years ended 31 December 2020 and 2019.

The income tax expense for the year can be reconciled to the profit before tax per the consolidated statements of profit or loss and other comprehensive income as follows:

	2020 HK\$'000	2019 HK\$'000
Profit before income tax	109,790	30,914
Tax at the Hong Kong Profits Tax rate of 16.5% (2019: 16.5%) (Note)	18,115	5,101
Tax effect of expenses not deductible for tax purposes	781	1,020
Tax effect of income not taxable for tax purpose	(146)	(84)
Over-provision in respect of prior years	(28)	(73)
Income tax at concessionary rate	(165)	(165)
Effect of different tax rates of subsidiaries operating in different jurisdiction	805	429
Others	(54)	23
Income tax expense	19,308	6,251

Note: The domestic tax rate (which is Hong Kong Profits Tax rate) in the jurisdiction where the operation of the Group is substantially based is used.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2020

11. PROFIT BEFORE INCOME TAX

Profit before income tax expense is arrived at after charging/(crediting):

	2020 <i>HK\$'000</i>	2019 <i>HK\$'000</i>
Auditor's remuneration	900	800
Cost of inventories recognised as an expense	349,307	216,273
Allowance of inventories (included in cost of sales)	285	392
Donations	147	11
Short-term lease expenses	2,289	130
Depreciation of right-of-use assets	3,610	2,916
Less: capitalised in inventories	(746)	(317)
	2,864	2,599
Depreciation of property, plant and equipment	2,974	3,126
Less: capitalised in inventories	(2,191)	(2,138)
	783	988
Employee benefit expense (excluding directors' remuneration (Note 12)):		
– Salaries and allowances	51,594	40,811
– Discretionary bonus	5,135	2,494
– Retirement benefit scheme contribution	7,883	5,237
	64,612	48,542
Total staff costs	64,612	48,542
Less: capitalised in inventories	(43,590)	(29,620)
	21,022	18,922

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2020

12. REMUNERATION OF DIRECTORS AND FIVE HIGHEST PAID INDIVIDUALS

(a) Directors' remuneration

Directors' and chief executive's remuneration for the year, disclosed pursuant to the applicable Listing Rules and Hong Kong Companies Ordinance, is as follows:

For the year ended 31 December 2020

	Fees HK\$'000	Salaries and allowances HK\$'000	Retirement benefits scheme contributions HK\$'000	Other benefits HK\$'000	Discretionary bonus HK\$'000	Total HK\$'000
Executive directors						
Mr. Andrew Wong	-	3,600	18	930	11,000	15,548
Mr. Vincent Wong	-	3,600	18	984	11,000	15,602
Non-executive director						
Ms. Wong Fong	180	-	9	-	-	189
Independent non-executive directors						
Mr. Chan Cheong Tat	180	-	-	-	-	180
Mr. Yu Pui Hang	180	-	-	-	-	180
Mr. Ho Chi Wai	180	-	-	-	-	180
	720	7,200	45	1,914	22,000	31,879

For the year ended 31 December 2019

	Fees HK\$'000	Salaries and allowances HK\$'000	Retirement benefits scheme contributions HK\$'000	Other benefits HK\$'000	Discretionary bonus HK\$'000	Total HK\$'000
Executive directors						
Mr. Andrew Wong	-	1,458	18	916	500	2,892
Mr. Vincent Wong	-	3,000	18	795	500	4,313
Non-executive director						
Ms. Wong Fong	180	-	9	-	-	189
Independent non-executive directors						
Mr. Chan Cheong Tat	180	-	-	-	-	180
Mr. Yu Pui Hang	180	-	-	-	-	180
Mr. Ho Chi Wai	180	-	-	-	-	180
	720	4,458	45	1,711	1,000	7,934

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2020

12. REMUNERATION OF DIRECTORS AND FIVE HIGHEST PAID INDIVIDUALS (Continued)

(a) Directors' remuneration (Continued)

The executive directors' emoluments shown above were for their services in connection with the management of the affairs of the Company and the Group.

The non-executive directors' emoluments and independent non-executive directors' emoluments shown above were for their services as directors of the Company.

Certain executive directors of the Company are entitled to bonus payments which are determined based on a percentage of the Group's profit before tax for the year.

During the years ended 31 December 2020 and 2019, the Group leased living quarters and carparks from outsiders and provided to Mr. Andrew Wong and Mr. Vincent Wong at rent-free and the amounts included in other benefits represent the market rental expenses paid to the landlords of the leased quarters and carparks and the utilities expenses.

(b) Five highest paid individuals

The five highest paid individuals of the Group during the year included two (2019: two) directors, details of their emoluments are set out above. The emoluments of the remaining three (2019: three) individuals are as follows:

	2020 HK\$'000	2019 HK\$'000
Salaries and allowances	2,065	2,036
Discretionary bonus	1,419	704
Retirement benefits scheme contributions	64	64
	3,548	2,804

Their emoluments were fell within the following band:

	2020 Number of individual	2019 Number of individual
Nil to HK\$1,000,000	1	2
Over HK\$1,000,000	2	1

During the years ended 31 December 2020 and 2019, no emoluments were paid by the Group to the Directors or any of the five highest paid individuals (including directors and employees) as an inducement to join or upon joining the Group or as compensation for loss of office. No director has waived or agreed to waive any emoluments during the years ended 31 December 2020 and 2019.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2020

13. EARNINGS PER SHARE

The calculation of the basic earnings per share attributable to the owners of the Company is based on the following data:

	2020 HK\$'000	2019 HK\$'000
Earnings		
Profit for the year attributable to owners of the Company for the purpose of basic earnings per share	90,482	24,663
	2020	2019
Number of ordinary shares		
Weighted average number of ordinary shares for the purpose of basic earnings per share	1,100,000,000	1,100,000,000

No diluted earnings per share for both 2020 and 2019 were presented as there were no potential ordinary shares in issue for both 2020 and 2019.

14. DIVIDENDS

No dividend was paid or proposed for ordinary shareholders of the Company for years ended 31 December 2020 and 2019, nor has any dividend been proposed since the end of the reporting period.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2020

15. PROPERTY, PLANT AND EQUIPMENT

	Buildings <i>HK\$'000</i>	Plant and machinery <i>HK\$'000</i>	Motor vehicles <i>HK\$'000</i>	Furniture and fixtures <i>HK\$'000</i>	Office equipment <i>HK\$'000</i>	Computer equipment <i>HK\$'000</i>	Yacht <i>HK\$'000</i>	Total <i>HK\$'000</i>
Cost								
At 1 January 2019	20,724	15,191	2,734	785	1,238	982	180	41,834
Additions	-	3,299	912	-	83	24	-	4,318
Disposal	-	-	(412)	-	-	-	-	(412)
Written-off	-	(71)	-	-	-	(232)	-	(303)
At 31 December 2019	20,724	18,419	3,234	785	1,321	774	180	45,437
Additions	95	2,408	2,081	291	119	58	-	5,052
Written-off	-	(36)	-	-	-	-	-	(36)
At 31 December 2020	20,819	20,791	5,315	1,076	1,440	832	180	50,453
Accumulated depreciation								
At 1 January 2019	11,724	12,700	1,908	737	872	583	90	28,614
Provided for the year	1,054	1,298	260	19	142	335	18	3,126
Disposal	-	-	(412)	-	-	-	-	(412)
Written-off	-	(71)	-	-	-	(232)	-	(303)
At 31 December 2019	12,778	13,927	1,756	756	1,014	686	108	31,025
Provided for the year	778	1,494	457	27	135	65	18	2,974
Written-off	-	(16)	-	-	-	-	-	(16)
At 31 December 2020	13,556	15,405	2,213	783	1,149	751	126	33,983
Carrying Value								
At 31 December 2020	7,263	5,386	3,102	293	291	81	54	16,470
At 31 December 2019	7,946	4,492	1,478	29	307	88	72	14,412

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2020

15. PROPERTY, PLANT AND EQUIPMENT (Continued)

The principal annual rates used for calculating depreciation are as follows:

Motor vehicles	20%-33%
Plant and machinery	14%-33%
Furniture and fixtures	16%-25%
Buildings	6%-20%
Office equipment	20%-33%
Computer equipment	20%-50%
Yacht	10%

The carrying value of properties shown above comprises:

	2020 HK\$'000	2019 HK\$'000
Buildings on leasehold land outside Hong Kong under medium-term lease	7,263	7,946

As at 31 December 2020, certain property, plant and equipment located in Vietnam with aggregated carrying amount of Vietnamese Dong (“VND”) 15,914,417,736 (2019: VND17,661,117,253), approximately equivalent to HK\$5,892,000 (2019: HK\$6,740,000) were pledged to secure bank borrowings (Note 24) and general bank facilities granted to the subsidiaries of the Company.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2020

16. RIGHT-OF-USE ASSETS

	Leasehold land <i>HK\$'000</i>	Office equipment <i>HK\$'000</i>	Motor vehicles <i>HK\$'000</i>	Office premise <i>HK\$'000</i>	Directors' quarters <i>HK\$'000</i>	Total <i>HK\$'000</i>
Cost						
At 1 January 2019	5,447	105	706	2,107	–	8,365
Additions	16,266	–	–	–	3,202	19,468
At 31 December 2019	21,713	105	706	2,107	3,202	27,833
Lease modification	–	–	–	2,116	–	2,116
Lease termination	–	(105)	–	–	–	(105)
At 31 December 2020	21,713	–	706	4,223	3,202	29,844
Accumulated depreciation						
At 1 January 2019	1,553	–	388	–	–	1,941
Provided for the year	353	32	141	1,054	1,336	2,916
At 31 December 2019	1,906	32	529	1,054	1,336	4,857
Provided for the year	782	32	141	1,054	1,601	3,610
Lease termination	–	(64)	–	–	–	(64)
At 31 December 2020	2,688	–	670	2,108	2,937	8,403
Carrying Value						
At 31 December 2020	19,025	–	36	2,115	265	21,441
At 31 December 2019	19,807	73	177	1,053	1,866	22,976

The right-of-use assets are depreciated over lease terms as follows:

Leasehold land	25 to 50 years
Office premises and directors' quarters	23 to 25 months
Motor vehicles	54 months
Office equipment	60 months

As at 31 December 2020 and 2019, the Group's right-of-use assets comprise leasehold interests in certain land situated in Vietnam and held under medium-term lease.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2020

16. RIGHT-OF-USE ASSETS (Continued)

As at 31 December 2020, the land use right of VND53,934,759,668 (2019: VND56,161,900,214) approximately equivalent to HK\$19,026,000 (2019: HK\$19,807,000) were pledged to secure bank borrowings (Note 24) and general bank facilities granted to the subsidiaries of the Company.

17. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

Financial assets mandatorily measured at FVTPL:

	2020 HK\$'000	2019 HK\$'000
Listed securities:		
– Equity securities listed in Hong Kong	11	17
Analysed for reporting purposes as:		
Non-current assets	–	17
Current assets	11	–

18. DEBT INSTRUMENTS AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME

	2020 HK\$'000	2019 HK\$'000
Investments in unlisted bonds, with fixed interest of 7.45% and maturity date on 24 November 2033	1,166	1,144
Investments in perpetual unlisted bonds, with fixed interest of 7.25% per annum	–	551
Total	1,166	1,695
Analysed for reporting purposes as:		
Non-current assets	1,166	1,695

During the year ended 31 December 2020, the Group disposed of the investments in perpetual unlisted bonds with fixed interest of 7.25% per annum at a consideration of HK\$562,000. A cumulative gain in other comprehensive income on disposal of HK\$43,000 has been transferred to profit or loss.

At 31 December 2020, the debt instruments at FVTOCI of HK\$1,166,000 (2019: HK\$1,144,000) were pledged to secure the bank borrowings (Note 24).

Details of impairment assessment of debt instruments at FVTOCI for the year ended 31 December 2020 are set out in Note 31(b).

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2020

19. INVENTORIES

	2020 <i>HK\$'000</i>	2019 <i>HK\$'000</i>
Raw materials	47,544	30,582
Work in progress	4,325	3,801
Finished goods	30,379	12,789
Goods in transit	12,473	7,020
	94,721	54,192
Less: Allowance for inventories	(1,728)	(1,443)
	92,993	52,749

20. TRADE AND OTHER RECEIVABLES

	2020 <i>HK\$'000</i>	2019 <i>HK\$'000</i>
Trade receivables, gross	92,417	92,385
Less: Allowance for credit losses	(741)	(738)
Trade receivables, net	91,676	91,647
Prepayments, deposits and other receivables	2,688	2,859
Total	94,364	94,506

As at 31 December 2020 and 2019, trade receivables from contracts with customers amounted to HK\$91,676,000 and HK\$91,647,000, respectively.

The Group allows credit period ranging from 30 to 120 days to its trade customers.

The following is an aged analysis of trade receivables, net of allowance for credit losses, presented based on the invoice date at the end of the year:

	2020 <i>HK\$'000</i>	2019 <i>HK\$'000</i>
0–30 days	64,682	32,981
31–60 days	15,350	19,575
61–90 days	5,354	18,988
91–180 days	5,275	19,645
Over 180 days	1,015	458
	91,676	91,647

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2020

20. TRADE AND OTHER RECEIVABLES (Continued)

The ageing analysis of trade receivables, net of loss allowance for credit losses, as of the end of reporting period, based on past due dates, is as follows:

	2020 HK\$'000	2019 HK\$'000
Current (not past due)	77,273	79,383
Past due 1 to 30 days	9,337	11,254
Past due 31 to 60 days	3,586	473
Past due 61 to 90 days	460	523
Past due 91 to 180 days	8	7
Past due over 180 days	1,012	7
	91,676	91,647

The movements in loss allowance of trade receivables were as follows:

	2020 HK\$'000	2019 HK\$'000
At beginning of the year	738	–
Loss allowance recognised during the year (Note 8)	3	738
At end of the year	741	738

Details of impairment assessment of trade receivables for the year ended 31 December 2020 are set out in Note 31(b).

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2020

21. PLEDGED BANK DEPOSITS/BANK BALANCES AND CASH

The pledged bank deposits of the Group are pledged to banks for securing long-term bank borrowings (Note 24) and therefore, the bank deposits are classified as non-current assets. The bank balances and cash comprise cash held by the Group and short-term bank deposits with an original maturity of three months or less. The pledged bank deposits/bank balances carry interest at market rates as follows:

	2020 HK\$'000	2019 HK\$'000
Range of interest rate per annum:		
Pledged bank deposits	0.0001%-1.00%	0.20%-1.00%
Bank balances	0.0001%-1.50%	0.001%-2.00%

The carrying amounts of the Group's pledged bank deposits and bank balances and cash denominated in currencies other than functional currency of the relevant group entities are as follows:

	2020 HK\$'000	2019 HK\$'000
HK\$	4,252	7,461
Singapore dollars ("SG\$")	57	147
VND	208	382
Renminbi	1	-
British Pound ("GBP")	1	-

Details of impairment assessment of pledged bank deposits for the year ended 31 December 2020 are set out in Note 31(b).

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2020

22. TRADE AND OTHER PAYABLES

	2020 HK\$'000	2019 HK\$'000
Trade payables (Note a)	37,503	32,041
Bills payables (Note b)	7,839	–
Other payables	287	1,974
Accrued expenses (Note c)	38,352	8,671
	83,981	42,686

(a) Trade payables

The following is an aged analysis of trade payables based on the invoice date at the end of the year:

	2020 HK\$'000	2019 HK\$'000
1–30 days	30,781	18,473
31–60 days	3,480	11,745
61–90 days	2,679	1,358
91–180 days	563	459
Over 180 days	–	6
	37,503	32,041

The credit period on purchases of goods is 0 to 90 days.

The Group's trade payables that are denominated in currencies other than functional currency of relevant group entities are as follows:

	2020 HK\$'000	2019 HK\$'000
HK\$	91	–
VND	11,885	9,721
Euro (“EUR”)	744	–
GBP	283	–

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2020

22. TRADE AND OTHER PAYABLES (Continued)

(b) Bills payables

The maturity dates of bills payables at the end of the reporting period are analysed as follows:

	2020 HK\$'000
1–30 days	2,896
31–60 days	4,943
	7,839

All bills payables at the end of the reporting period are not yet due.

(c) Accrued expenses

Included in accrued expense are the refunded liabilities for sales rebate of HK\$74,000 (2019: HK\$886,000) and refund for defective goods of HK\$4,431,000 (2019: HK\$1,061,000).

23. CONTRACT LIABILITIES

	2020 HK\$'000	2019 HK\$'000
Sales of candle products	–	183

The amount represents the trade deposits received from customers which will be recognised as the Group's revenue when the control of the goods transferred to customers.

The movements in the Group's contract liabilities are as follows:

	2020 HK\$'000	2019 HK\$'000
At beginning of the year	183	204
Revenue recognised that was included in the contract liabilities balance at the beginning of the year	(183)	(155)
Increase due to cash received, excluding amounts recognised during the year	–	134
At end of the year	–	183

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2020

24. BANK BORROWINGS

	2020 <i>HK\$'000</i>	2019 <i>HK\$'000</i>
Bank loans	21,811	23,979
Import and export loans	7,912	23,029
	29,723	47,008

The variable-rate bank borrowings are repayable as follows:

	2020 <i>HK\$'000</i>	2019 <i>HK\$'000</i>
Carrying amounts repayable (based on scheduled repayable terms):		
Within one year	23,730	40,055
More than one year, but not more than two years	784	970
More than two years, but not more than five years	1,617	5,983
More than five years	3,592	–
	29,723	47,008
Less: Amounts due shown under current liabilities		
– due within one year	(18,777)	(764)
– due within one year (contain a repayable on demand clause)	(4,953)	(39,291)
– due after one year (contain a repayable on demand clause)	–	(500)
	(23,730)	(40,555)
Amounts shown under non-current liabilities	5,993	6,453

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2020

24. BANK BORROWINGS (Continued)

At 31 December 2020, the bank borrowings are guaranteed by (i) the corporate guarantees by the Company and/or the Company and Fleming Group International Limited (“**Fleming International**”); and secured by (i) debt instruments at FVTOCI of HK\$1,166,000 (Note 18); (ii) pledged bank deposits; (iii) certain Group’s property, plant and equipment located in Vietnam with aggregate carrying amount of HK\$5,892,000 (Note 15); and (iv) the Group’s leasehold land under right-of-use assets of HK\$19,026,000 (Note 16).

At 31 December 2019, the bank borrowings are guaranteed by (i) the corporate guarantees by the Company and/or the Company and Fleming International; and secured by (i) debt instruments at FVTOCI of HK\$1,144,000 (Note 18); (ii) pledged bank deposits; (iii) certain Group’s property, plant and equipment located in Vietnam with aggregate carrying amount of HK\$6,740,000 (Note 15); and (iv) the Group’s leasehold land under right-of-use assets of HK\$19,807,000 (Note 16).

The banking facilities contain various covenants which include the maintenance of certain financial ratios. The Directors have reviewed the covenants compliance and confirmed there were not aware of any breach during both years.

All of the Group’s borrowings are carried at variable rate of interest. The effective interest rates of the Group’s borrowings are as follow:

	2020	2019
Effective interest rates (per annum):		
Variable-rate bank borrowings	1.74%-9.30%	2.64% - 10.1%

The carrying amounts of the Group’s bank borrowings that are denominated in currencies other than functional currency of the relevant group entities at each of the reporting date are as follows:

	2020 HK\$'000	2019 HK\$'000
Denominated in HK\$	4,000	27,224
Denominated in VND	6,265	6,820
Denominated in GBP	193	–

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2020

25. LEASE LIABILITIES

	2020 HK\$'000	2019 HK\$'000
Analysed for reporting purpose as:		
Current liabilities	1,314	2,890
Non-current liabilities	1,091	322
	2,405	3,212

	2020		2019	
	Minimum lease payments HK\$'000	Present value of minimum lease payments HK\$'000	Minimum lease payments HK\$'000	Present value of minimum lease payments HK\$'000
Lease liabilities				
Within one year	1,404	1,314	3,004	2,890
More than one year, but not more than two years	1,122	1,091	317	313
More than two years, but not more than five years	-	-	9	9
	2,526	2,405	3,330	3,212
Less: future interest expense	(121)	-	(118)	-
Present value of lease liabilities	2,405	2,405	3,212	3,212
Less: Amounts due for settlement within 12 months (shown under current portion)		(1,314)		(2,890)
Amount due for settlement after 12 months		1,091		322

The lease terms for the Group's right-of-use assets are set out in Note 16. The Group discounts the lease liabilities at the weighted average incremental borrowing rate of 6.12% (2019: 6.12%) except for (i) the lease modification occurred during the year for the reassessed incremental borrowing rate of 5.27% for the remaining of the lease term and (ii) motor vehicles with fixed interest rate of 4.35% (2019: 4.35%) per annum.

Lease liabilities are denominated in HK\$, which are currency other than functional currency of the relevant group entities.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2020

26. OTHER NON-CURRENT LIABILITIES

	2020 HK\$'000	2019 HK\$'000
Provision for severance allowance for employees	198	185

The amount represents the provision for severance payment set aside for the retirement of employees whose were employed by Fleming Vietnam before 2009. During the years ended 31 December 2020 and 2019, the Group contributes 5% of relevant payroll costs to those staff employed by Fleming Vietnam before 2009.

The movement of the provision for severance allowance during the year ended 31 December 2020 and 2019 is set out as below:

	2020 HK\$'000	2019 HK\$'000
At the beginning of the year	185	168
Additions	13	17
At the end of the year	198	185

27. DEFERRED TAX ASSETS

The deferred tax assets recognised and the movements thereon during the current and prior years:

	Accelerated accounting depreciation HK\$'000
At 1 January 2019	366
Credit to profit and loss for the year	71
At 31 December 2019 and 1 January 2020	437
Credit to profit and loss for the year	100
At 31 December 2020	537

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2020

28. SHARE CAPITAL

The movements in the issued ordinary share capital during the year are as follows:

	Number	HK\$'000
Authorised:		
Ordinary shares of the Company of HK\$0.01 each		
At 1 January 2019, 31 December 2019 and 31 December 2020	5,000,000,000	50,000
Issued and fully paid:		
At 1 January 2019, 31 December 2019 and 31 December 2020	1,100,000,000	11,000

29. SHARE BASED PAYMENT TRANSACTIONS

Share Option Scheme

The Company adopted the share option scheme on 23 June 2018 (the “**Share Option Scheme**”) for the purpose to provide the Company with a flexible means of giving incentive and reward to employee, advisor, customer, service provider, agent, customer, partner or joint-venture partner of the Group (including a director of the Group) (the “**Eligible Participants**”) for incentive or reward for their contribution to the Group. Under the Share Option Scheme, the board of directors (the “**Board**”) may make an offer to the Eligible Participants. The limit on the number of shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other options granted and yet to be exercised under the Share Option Scheme and any other share option schemes of the Group must not exceed 30% of the total number of Shares in issue from time to time.

Unless approved by the shareholders of the Company at the general meeting, the total number of shares issued and to be issued upon exercise of the options granted and to be granted pursuant to the Share Option Scheme and any other share option schemes of the Group to each Eligible Participant (including both exercised and outstanding options) in any 12-month period up to and including the date on grant of the options must not exceed 1% of the shares in issue.

The maximum number of shares which may be issued upon exercise of all options to be granted under the Share Option Scheme and any other share option schemes of the Company must not exceed 110,000,000, representing 10% of the total number of shares in issue on 19 July 2018 (the date of listing of the Company’s shares to the Stock Exchange) and the date of this report unless the Company seeks the approval of the shareholders in general meeting for refreshing the 10% limit under the Share Option Scheme provided that options lapsed in accordance with the terms of the Share Option Scheme or any other share option schemes of the Group will not be counted for the purpose of calculating 10% limit.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2020

29. SHARE BASED PAYMENT TRANSACTIONS (Continued)

Share Option Scheme (Continued)

The Share Option Scheme was adopted for a period of 10 years commencing from 23 June 2018 and remains in force until 23 June 2028. The Company may, by ordinary resolution in general meeting or, such date as the Board determined, terminate the Share Option Scheme at any time without prejudice to the exercise of options granted prior to such termination. The exercise price per Share for each option granted shall be determined by the Board in its absolute discretion but in any event shall be at least the higher of (i) the closing price of the Shares as stated in the daily quotations sheets issued by the Stock Exchange on the offer date of the option which must be a trading day; (ii) the average of the closing prices of the Shares as shown in the daily quotations sheets issued by the Stock Exchange for the five consecutive business days immediately preceding the offer date of the option; and (iii) the nominal value of the shares on the offer date of the option.

As at 31 December 2020 and 2019, no options have been granted under the Share Option Scheme.

30. CAPITAL RISK MANAGEMENT

The Company manages its capital to ensure that entities in the Group will be able to continue as a going concern while maximising the return to shareholders through the optimisation of the debt and equity balance. The Group's overall strategy remains unchanged from prior year.

The capital structure of the Group consists of debt, which includes the bank borrowings and lease liabilities, net of cash and cash equivalents and equity attributable to owners of the Company, comprising share capital and reserves.

The Directors review the capital structure from time to time. As part of this review, the Directors consider the cost of capital and the risks associated with each class of capital. Based on recommendations of the Directors, the Group will balance its overall capital structure through the payment of dividends, the issue of new shares, new debt or the redemption of existing debts.

The gearing ratio at the end of reporting period was as follows:

	2020 HK\$'000	2019 HK\$'000
Bank borrowings	29,723	47,008
Lease liabilities	2,405	3,212
Debt	32,128	50,220
Equity	224,260	133,788
Debt to equity ratio	14.3%	37.5%

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2020

31. FINANCIAL INSTRUMENTS

(a) Categories of financial assets and liabilities

	2020 HK\$'000	2019 HK\$'000
Financial assets		
Financial assets at FVTPL	11	17
Debt instruments at FVTOCI	1,166	1,695
Financial assets at amortised cost	214,933	134,404
	216,110	136,116
Financial liabilities		
Financial liabilities at amortised cost	116,109	84,235

(b) Financial risk management objectives and policies

The Group's major financial instruments include financial assets at FVTPL, debt instruments at FVTOCI, trade and other receivables, pledged bank deposits, bank balances and cash, trade and other payables, bank borrowings and lease liabilities. Details of these financial instruments are disclosed in the respective notes. The risks associated with these financial instruments include market risk (currency risk and interest rate risk), credit risk and liquidity risk. The policies on how to mitigate these risks are set out below. The Directors manage and monitor these exposures to ensure appropriate measures are implemented on a timely and effective manner.

Market risks

The Group's activities expose it primarily to the financial risks of changes in interest rates, foreign currency exchange rates and equity price. Details of each type of market risks are described as follows:

(i) Interest rate risk

The Group is exposed to fair value interest rate risk in relation to its fixed-rate debt instruments at FVTOCI.

The Group is exposed to cash flow interest rate risk in relation to variable-rate bank balances, pledged bank deposits and secured bank borrowings. The Group currently does not enter into any hedging instrument for cash flow interest rate risk. The Group monitors interest rate risk exposure and will consider hedging significant interest rate risk should the need arises.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2020

31. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies (Continued)

Market risks (Continued)

(i) Interest rate risk (Continued)

Sensitivity analysis

The sensitivity analysis below has been determined based on the exposure to interest rates for bank balances, pledged bank deposits and secured bank borrowings at the end of the reporting period. The analysis is prepared assuming amounts of these financial instruments outstanding at the end of the reporting period were outstanding for the whole year. A 50 basis points increase or decrease represents management's assessment on the reasonably possible change in interest rates.

If interest rates had been 50 basis points higher/lower for variable rate bank balances and pledged bank deposits, with all other variables held constant, the Group's profit for the year ended 31 December 2020 would increase/decrease by HK\$583,000 (2019: HK\$198,000).

If interest rates had been 50 basis points higher/lower for variable rate bank borrowings, with all other variables held constant, the Group's profit for the year ended 31 December 2020 would decrease/increase by HK\$121,000 (2019: HK\$193,000).

No sensitivity analysis for the decrease in interest rate of financial assets at FVTOCI is presented as the impact is insignificant as at 31 December 2020 and 2019.

(ii) Foreign currency risk

Certain transactions of the Group are denominated in foreign currencies which are different from the functional currency of the respective relevant entities. The Group is mainly exposed to foreign exchange risk arising from transactions that are denominated in HK\$ and VND. The Group currently does not have a foreign currency hedging policy. However, the management manages its foreign currency risk by closely monitoring the movement of the foreign currency rates and considering hedging significant foreign currency exposure should the need arises.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2020

31. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies (Continued)

Market risks (Continued)

(ii) Foreign currency risk (Continued)

The carrying amounts of the foreign currency denominated monetary assets and liabilities at the reporting period are as follows:

	Assets		Liabilities	
	2020 HK\$'000	2019 HK\$'000	2020 HK\$'000	2019 HK\$'000
The Group				
HK\$	4,861	8,158	39,302	8,011
VND	703	671	23,971	17,912
SG\$	57	147	13	-
EUR	20	-	744	-
GBP	1	-	476	-
RMB	1	-	-	-

Sensitivity analysis

The Group is mainly exposed to the effects of fluctuations in US\$ against VND and HK\$.

As HK\$ is pegged to US\$, the exposures to fluctuations in exchange rate of US\$ against HK\$ are considered insignificant and are not considered in the sensitivity analysis.

The following table details the Group's sensitivity to a 5% increase and decrease in the entity's respective functional currency against VND, excluding HK\$. 5% is the sensitivity rate used when reporting foreign currency risk internally to key management personnel and represents the Directors' assessment of the reasonably possible change in foreign exchange rate. The sensitivity analysis includes outstanding foreign currency denominated monetary items and adjusts their translation at the end of the reporting period for a 5% change in foreign currency rate. A positive/(negative) number below indicates increase/(decrease) in profit for the years ended 31 December 2020 and 2019 where US\$ strengthens against the relevant currency. For a 5% weakening of US\$ against the relevant currency, there would be an equal and opposite impact on the results for the year.

	2020 HK\$'000	2019 HK\$'000
Profit for the year – VND	931	690

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2020

31. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies (Continued)

Market risks (Continued)

(iii) Other price risk

The Group is exposed to price risk through its financial assets at FVTPL. The Directors manage this exposure by maintaining a portfolio of investments with different risks.

No sensitivity analysis is presented for the other price risk on the Group's financial assets at FVTPL for the years ended 31 December 2020 and 2019 as the carrying amount of financial assets at FVTPL is considered as insignificant to the Group.

(iv) Liquidity risk

In the management of the liquidity risk, the Group monitors and maintains a level of cash and cash equivalents as well as undrawn banking facilities deemed adequate by the management to finance the Group's operations and mitigate the effects of fluctuations in cash flows. The management monitors the utilisation of bank borrowings.

The following table details the Group's remaining contractual maturity for its financial liabilities. The table has been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay. Specifically, bank loans with a repayment on demand clause are included in the earliest time band regardless of the probability of the banks choosing to exercise their rights. The maturity dates for other non-derivative financial liabilities are based on the agreed repayment dates. The table includes both interest and principal cash flows. To the extent that interest flows are variable rate, the undiscounted amount is derived from weighted average interest rate at the end of the reporting period.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2020

31. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies (Continued)

Market risks (Continued)

(iv) Liquidity risk (Continued)

	Repayable on demand/less than 1 year HK\$'000	1 to 2 years HK\$'000	Over 2 years HK\$'000	Total undiscounted cash flows HK\$'000	Carrying amounts HK\$'000
At 31 December 2020					
Trade and other payables	83,981	–	–	83,981	83,981
Bank borrowings	24,422	709	4,635	29,766	29,723
Lease liabilities	1,404	1,122	–	2,526	2,405
	109,807	1,831	4,635	116,273	116,109
At 31 December 2019					
Trade and other payables	34,015	–	–	34,015	34,015
Bank borrowings	41,745	1,006	6,065	48,816	47,008
Lease liabilities	3,004	317	9	3,330	3,212
	78,764	1,323	6,074	86,161	84,235

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2020

31. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies (Continued)

Credit risks and impairment provision

As at 31 December 2020 and 2019, the Group's maximum exposure to credit risk which will cause a financial loss to the Group due to failure to discharge an obligation by the counterparties is arising from the carrying amount of respective financial assets as stated in the consolidated statement of financial position. The Group does not hold any collateral or other credit enhancements to cover its credit risks associated with its financial assets. There is no significant changes in the quality of that collateral as a result of deterioration or changes in the collateral policies of the entity during both reporting periods.

Trade receivables from sales of candle products

In respect of trade receivables from sales of candle products, individual credit evaluations are performed on all customers requiring credit over a certain amount. These evaluations focus on the customer's credit rating, past history of making payments when due and current ability to pay, and take into account information specific to the customers as well as pertaining to the economic environment in which the customers operate. In addition, the Group performs impairment assessment under ECL model on trade balances individually. In this regard, the Directors consider that the Group's credit risk is significantly reduced.

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer. The default risk of the industry and country in which customers operate also has an influence on credit risk but to a lesser extent. At the end of reporting period, the Group has a certain concentration of credit risk as 80% (2019: 80%) of the total trade receivables was due from the Group's five largest customers.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2020

31. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies (Continued)

Credit risks and impairment provision (Continued)

Debt instruments at FVTOCI

The Group only invests in debt securities with low credit risk. The Group's debt instruments at FVTOCI mainly comprise unlisted bonds that are graded in the top investment grade as per globally understood definitions and therefore are considered to be low credit risk investments. During the years ended 31 December 2020 and 2019, the expected credit losses on debt instruments at FVTOCI was considered insignificant.

Other receivables, pledged bank deposits and bank balances and cash

The Group performs impairment assessment under ECL model on deposit and other receivables, pledged bank deposits and bank balances and cash based on 12m ECL.

The credit risk on other receivables is limited because the counterparties have no historical default record and the directors expect that the general economic conditions will not significantly change for the 12 months after the reporting date. Accordingly, no impairment loss allowance is recognised for other receivables.

The credit risk on pledged bank deposits and bank balances and cash is limited because the counterparties are banks with high credit ratings assigned by international credit-rating agencies. Accordingly, no impairment loss allowance is recognised for pledged bank deposits and bank balances and cash.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2020

31. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies (Continued)

Credit risks and impairment provision (Continued)

The tables below detail the credit risk exposures of the Group's financial assets which are subject to ECL assessment:

	Notes	12-month or lifetime ECL	Gross carrying amount	
			2020 HK\$'000	2019 HK\$'000
Financial assets at amortised cost				
Trade receivables from sales of candle products	20	Lifetime ECL	92,417	92,385
Deposits paid	20	12m ECL	1,115	985
Pledged bank deposits	21	12m ECL	13,759	11,733
Bank balances and cash	21	12m ECL	108,383	30,039
Other item				
Debt instruments at FVTOCI	18	12m ECL	1,166	1,695

Note:

For trade receivables from sales of candle products, the Group has applied the simplified approach in HKFRS 9 to measure the loss allowance at lifetime ECL.

Trade receivables have been assessed individually for debtors by considering the external credit rating of debtors based on the countries and industries in which the Group's trade debtors operate, taking into consideration forward-looking information includes future prospects of the economies in which the Group's debtors operate.

As at 31 December 2020, the ECL rates for non-default trade receivables ranged from 0.0014% to 0.4168% are estimated based on observed default rates of the debtors from external sources of information and are adjusted for forward-looking information that is available without undue cost or effort.

During the year ended 31 December 2020, expected credit loss of HK\$3,000 (2019: HK\$738,000) for trade receivables from sales of candle products is recognised to profit or loss.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2020

31. FINANCIAL INSTRUMENTS (Continued)

(c) Fair value measurements of financial instruments

This note provides information about how the Group determines fair values of various financial assets.

The Directors consider that the carrying amounts of financial assets and financial liabilities measured at amortised cost in the consolidated financial statements approximate their fair values.

Fair value of the Group's financial assets that are measured at fair value on a recurring basis

Some of the Group's financial assets are measured at fair value at the end of each reporting period. The following table gives information about how the fair values of these financial assets are determined (in particular, the valuation technique(s) and inputs used) as well as the level of the fair value hierarchy into which the fair value measurements are categorised (levels 1 to 3) based on the degree to which the inputs to the fair value measurements is observable.

Financial assets

	Fair value as at		Fair value hierarchy	Valuation technique and key inputs	Relationship of unobservables inputs to fair value
	31 December 2020 HK\$'000	31 December 2019 HK\$'000			
Financial assets at FVTPL (Note 17)	11	17	Level 1	Quoted price in active market.	N/A
Debt instruments at FVOCI (Note 18)	1,166	1,695	Level 3	Based on the reference prices of respective unlisted bonds provided by financial institution which is reflecting the credit risk of the issuers.	A slight increase in discount rate used would result in significant decrease in fair value measurement to the unlisted bonds investments and vice versa.

Note: There were no transfers between level 1 and level 3 during the years ended 31 December 2020 and 2019.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2020

31. FINANCIAL INSTRUMENTS (Continued)

(c) Fair value measurements of financial instruments (Continued)

Fair value of the Group's financial assets that are measured at fair value on a recurring basis (Continued)

Financial assets (Continued)

Reconciliation of level 3 fair value measurements:

	Debt instruments at FVTOCI	
	2020 HK\$'000	2019 HK\$'000
Opening balance	1,695	1,682
Fair value gain in other comprehensive income	33	13
Disposal of debt instrument	(562)	–
Closing balance	1,166	1,695

32. CAPITAL COMMITMENTS

	2020 HK\$'000	2019 HK\$'000
Capital expenditure of contracted for but not provided in the consolidated financial statements in respect of:		
– construction of a factory	23,880	–

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2020

33. RETIREMENT BENEFIT SCHEMES

	2020 HK\$'000	2019 HK\$'000
Contributions made during the year	7,928	5,282

The employees of the Group's subsidiary in Vietnam are members of a state-managed retirement benefit scheme operated by the local government. The subsidiary is required to contribute 5% of the relevant payroll costs to those staff employed before 2009 (details in Note 26) and a specified percentage of their payroll costs to the retirement benefit scheme to fund the benefits. The only obligation of the Group's subsidiary in Vietnam with respect to the retirement benefit scheme is to make the specified contributions. The total contribution to the state-managed retirement benefit scheme and charged to profit or loss amounted to HK\$7,606,000 for the year ended 31 December 2020 (2019: HK\$4,948,000).

The Group operates a scheme under Mandatory Provident Fund Scheme (the "MPF Scheme") established under the Mandatory Provident Fund Schemes Ordinance in December 2000 for the Group's Hong Kong employees. The assets of the MPF Scheme are held separately from those of the Group, in funds under the control of trustees. For employees who are members of the MPF Scheme, the Group contributes 5% of relevant payroll costs to the scheme subject to a maximum of HK\$1,500 per month, which contribution is matched by the employee. The total contribution to MPF Scheme and charged to profit or loss amounted to HK\$322,000 for the year ended 31 December 2020 (2019: HK\$334,000).

34. RELATED PARTY DISCLOSURES

Compensation of key management personnel

The Directors were considered to be the key management personnel of the Company. The remuneration of the Directors is set out in Note 12.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2020

35. PARTICULARS OF SUBSIDIARIES

Name of subsidiary	Place and date of Incorporation/ form of business structure	Issued and fully paid ordinary share capital	Equity attributable to the Company		Principal activities
			2020	2019	
Directly held:					
Fleming International	BVI 5 July 2017 Limited liability company	Ordinary shares US\$100	100%	100%	Investment holding, BVI
Indirectly held:					
Fleming Hong Kong	Hong Kong 29 June 1993 Limited liability company	Ordinary shares HK\$19,000,858	100%	100%	Trading of candle products and investment holding, Hong Kong
Fleming Vietnam	Vietnam 12 October 2004 Limited liability company	Ordinary shares US\$1,800,000 (equivalent to HK\$13,968,000)	100%	100%	Design, manufacture and trading of candle products, Vietnam
Success Glory Worldwide Limited	BVI 2 March 2004 Limited liability company	Ordinary shares US\$5,000	100%	100%	Investment holding, BVI
Fleming International Singapore Pte. Limited	Singapore 25 January 2019 Limited liability company	Ordinary shares SG\$2	100%	100%	Dormant, Singapore

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2020

36. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOW

Reconciliation of liabilities arising from financing activities

	Bank borrowings <i>HK\$'000</i>	Lease liabilities <i>HK\$'000</i>	Total <i>HK\$'000</i>
At 1 January 2019	33,383	2,497	35,880
Financing cash flows:			
New bank borrowing raised	142,001	–	142,001
Repayment of bank borrowings/lease liabilities	(128,376)	(2,734)	(131,110)
Interest paid	(2,617)	–	(2,617)
Total changes from cash flows	11,008	(2,734)	8,274
Non-cash changes:			
Addition of lease liabilities (<i>Note (i)</i>)	–	3,202	3,202
Interest expense	2,617	247	2,864
Total non-cash changes	2,617	3,449	6,066
At 31 December 2019 and 1 January 2020	47,008	3,212	50,220
Financing cash flows:			
New bank borrowing raised	99,944	–	99,944
Repayment of bank borrowings/lease liabilities	(117,229)	(3,004)	(120,233)
Interest paid	(3,841)	–	(3,841)
Total changes from cash flows	(21,126)	(3,004)	(24,130)
Non-cash changes:			
Addition of lease liabilities (<i>Note (ii)</i>)	–	2,116	2,116
Lease termination (<i>Note (iii)</i>)	–	(43)	(43)
Interest expense	3,841	124	3,965
Total non-cash changes	3,841	2,197	6,038
At 31 December 2020	29,723	2,405	32,128

Notes:

- (i) During the year ended 31 December 2019, the Group had non-cash additions to right-of-use assets and lease liabilities of HK\$3,202,000 and HK\$3,202,000, respectively, in respect of lease arrangements for a director's quarter.
- (ii) During the year ended 31 December 2020, the Group had non-cash additions to right-of-use assets and lease liabilities of HK\$2,116,000 and HK\$2,116,000, respectively, in respect of the lease modification for the Group's office premise.
- (iii) During the year ended 31 December 2020, the Group had non-cash decrement to right-of-use assets and lease liabilities of HK\$41,000 and HK\$43,000, respectively, in respect of the lease termination for the Group's office equipment.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2020

37. STATEMENT OF FINANCIAL POSITION OF THE COMPANY

Information about the statement of financial position of the Company at the end of the reporting period includes:

	2020 HK\$'000	2019 HK\$'000
Non-current assets		
Investment in a subsidiary	45,435	45,435
Amounts due from subsidiaries	32,432	31,803
	77,867	77,238
Current assets		
Prepayments	295	235
Cash and cash equivalents	964	5,431
	1,259	5,666
Current liabilities		
Amounts due to subsidiaries	1	1
Accrued expenses	1,114	1,006
	1,115	1,007
Net current assets	144	4,659
Total assets less current liabilities	78,011	81,897
EQUITY		
Equity attributable to owners of the Company		
Share capital	11,000	11,000
Reserves (Note)	67,011	70,897
TOTAL EQUITY	78,011	81,897

Note:

	Share Premium HK\$'000	Special reserve HK\$'000	Accumulated losses HK\$'000	Total HK\$'000
On 1 January 2019	54,954	45,434	(24,896)	75,492
Loss for the year	–	–	(4,595)	(4,595)
At 31 December 2019 and 1 January 2020	54,954	45,434	(29,491)	70,897
Loss for the year	–	–	(3,886)	(3,886)
At 31 December 2020	54,954	45,434	(33,377)	67,011

Notes: Special reserve represents the difference between the nominal amount of the share capital issued by the Company and the net assets value of a subsidiary by the Company pursuant to the Group Reorganisation in preparation for the listing of the Company's shares on GEM of the Stock Exchange.

FINANCIAL SUMMARY

A summary of the results and consolidated of assets and liabilities of the Group for the last five financial years, extracted from the published financial statements in annual reports and the Prospectus of the Company dated 29 June 2018, is as follows:

RESULTS

	For the year ended 31 December				
	2020 HK\$'000	2019 HK\$'000	2018 HK\$'000	2017 HK\$'000	2016 HK\$'000
Revenue	555,912	307,546	215,434	162,525	158,434
Profit (loss) before income tax expense	109,790	30,914	7,033	(8,986)	11,112
Income tax expense	(19,308)	(6,251)	(2,259)	(2,071)	(2,339)
Profit (loss) for the year	90,482	24,663	4,774	(11,057)	8,773

ASSETS AND LIABILITIES

	For the year ended 31 December				
	2020 HK\$'000	2019 HK\$'000	2018 HK\$'000	2017 HK\$'000	2016 HK\$'000
Total assets	353,742	230,240	166,092	105,404	93,620
Total liabilities	(129,482)	(96,452)	(56,980)	(66,784)	(58,446)
Total equity	224,260	133,788	109,112	38,620	35,174